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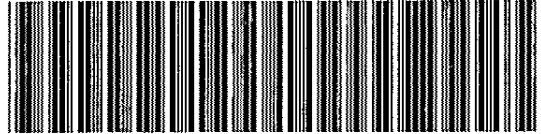
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1.)

Protein Design Labs, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. Protein Design Labs, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 94-3023969

(FEI number, if applicable)

4. July 24, 1986

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. May 1, 2005

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 34801 Campus Drive, Fremont, CA 94555

(Principal office address)

34801 Campus Drive, Fremont, CA 94555

(Current mailing address)

8. Create, develop, manufactures & markets humanized antibiotics & related products.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee

(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Donna Elhoun, Ass't Sec NRAI Services, Inc.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officer and director rider.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officer and director rider.

Address: _____

Vice President: _____

Address: _____

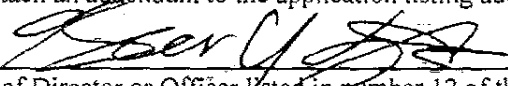
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  x
(Signature of Director or Officer listed in number 12 of the application)

14. Glen Sato CTO
(Typed or printed name and capacity of person signing application)

Officer and Director Rider
for
Protein Design Labs, Inc.

Officer Name	Title	Address
Mark McDade	Chief Executive Officer	34801 Campus Drive, Fremont, CA 94555
Steven E. Benner	SVP & Chief Medical Officer	34801 Campus Drive, Fremont, CA 94555
Richard Murray	SVP & Chief Scientific Officer	34801 Campus Drive, Fremont, CA 94555
Glen Y. Sato	SVP & Chief Financial Officer	34801 Campus Drive, Fremont, CA 94555
George Jue	VP, Finance & Controller	34801 Campus Drive, Fremont, CA 94555
Cynthia Shumate	VP Intellectual Property/Asst. Secretary	34801 Campus Drive, Fremont, CA 94555
Douglas Ebersole	SVP Legal & Company Secretary	34801 Campus Drive, Fremont, CA 94555

Board of Directors:	Address
Max Link, Ph.D.	34801 Campus Drive, Fremont, CA 94555
Karen A. Dawes	34801 Campus Drive, Fremont, CA 94555
L. Patrick Gage, Ph.D.	34801 Campus Drive, Fremont, CA 94555
Laurence Jay Korn, Ph.D.	34801 Campus Drive, Fremont, CA 94555
Mark McDade	34801 Campus Drive, Fremont, CA 94555
Cary L. Queen, Ph.D.	34801 Campus Drive, Fremont, CA 94555
Jon S. Saxe, Esq.	34801 Campus Drive, Fremont, CA 94555

Delaware

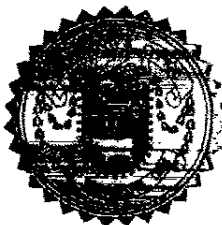
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROTEIN DESIGN LABS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROTEIN DESIGN LABS, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF JULY, A.D. 1986.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2097107 8300

050509206

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3960425

DATE: 06-17-05