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Florida Department of State

Division of Corporations

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(((H06000017592 3)))

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Attn: Dale White Tammy Hampton please refile + backdate to 1/20/06. Thanks!

FOREIGN PROFIT/NONPROFIT CORPORATION

Sirion Therapeutics, Inc.

Certificate of Status	0
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Page Count	04 5
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TALLAHASSEE, FLORIDA

1-26-06

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2006

CT CORPORATION SYSTEM

SUBJECT: SIRION THERAPEUTICS, INC.
REF: W06000003693

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist

FAX Aud. #: H06000017592
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My fault. Sorry

P.O BOX 6327 - Tallahassee, Florida 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. Sirion Therapeutics, 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. North Carolina (State or country under the law of which it is incorporated)

3. 20-3943372 (FEI number, if applicable)

4. 11/1/2005 (Date of incorporation)

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

6. 1/2/2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4709 Creekstone Drive, Suite 200, Durham, NC 27703
(Principal office address)

c/o Rx Development Resources, LLC, 3110 Cherry Palm Drive, Suite 350, Tampa, FL 33619
(Current mailing address)

8. Specialty pharmaceutical corporation
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation (City), Florida 33324 (Zip code)

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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.

C T Corporation System

By: _____ ALLAN FARNELL
ASSISTANT SECRETARY
(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.

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

A. DIRECTORS

Chairman: ______

Address: ______

Vice Chairman: ______

Address: ______

Director: Barry Butler

Address: c/o Rx Development Resources, LLC, 3110 Cherry Palm Drive, Suite 350, Tampa Fl 33619

Director: Susan Benton

Address: c/o Rx Development Resources, LLC, 3110 Cherry Palm Drive, Suite 350, Tampa Fl 33619

B. OFFICERS

President: Barry Butler

Address: c/o Rx Development Resources, LLC, 3110 Cherry Palm Drive, Suite 350, Tampa Fl 33619

Vice President: ______

Address: ______

Secretary: Susan Benton

Address: c/o Rx Development Resources, LLC, 3110 Cherry Palm Drive, Suite 350, Tampa Fl 33619

Treasurer: Barry Butler

Address: c/o Rx Development Resources, LLC, 3110 Cherry Palm Drive, Suite 350, Tampa Fl 33619

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

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

14. Barry Butler, President
(Typed or printed name and capacity of person signing application)

NORTH CAROLINA
Department of The Secretary of State

CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

SIRION THERAPEUTICS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of November, 2005, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

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2006 JAN 25 P 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 9th day of January, 2006.

Elaine F. Marshall

Secretary of State

Certification# 85234961-1 Reference# 8061681-ACH Page: 1 of 1
Verify this certificate online at www.secretary.state.nc.us/verification