

# F0600000137

Florida Department of State  
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Account Name : CORPORATION SERVICE COMPANY  
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TALLAHASSEE, FLORIDA

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**PHARMALOGIC HOLDINGS CORP.**

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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 TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PharmaLogic Holdings Corp.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 20-3958410  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 14, 2005 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1100 Wilson Boulevard, Suite 3000, Arlington, VA 22209  
(Principal office address)  
1100 Wilson Boulevard, Suite 3000, Arlington, VA 22209  
(Current mailing address)
8. Holding Company  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (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.

Corporation Service Company

By: Deborah D. Skipper Deborah D. Skipper  
(Registered agent's signature) Asst. V. Pres.

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:

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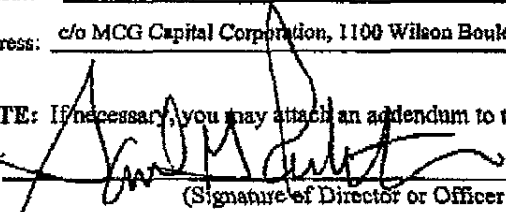
**A. DIRECTORS**Chairman: William B. FordAddress: c/o MCG Capital Corporation, 1100 Wilson Boulevard, Suite 3000  
Arlington, VA 22209

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Samuel G. RubensteinAddress: c/o MCG Capital Corporation, 1100 Wilson Boulevard, Suite 3000  
Arlington, VA 22209Director: B. Hagen SavilleAddress: c/o MCG Capital Corporation, 1100 Wilson Boulevard, Suite 3000  
Arlington, VA 22209**B. OFFICERS**President: Howard ChatoffAddress: 1 South Ocean Boulevard, Suite 206  
Boca Raton, FL 33432Vice President: Samuel G. RubensteinAddress: c/o MCG Capital Corporation, 1100 Wilson Boulevard, Suite 3000  
Arlington, VA 22209Secretary: Samuel G. RubensteinAddress: c/o MCG Capital Corporation, 1100 Wilson Boulevard, Suite 3000, Arlington, VA 22209Treasurer: Michael R. McDonnellAddress: c/o MCG Capital Corporation, 1100 Wilson Boulevard, Suite 3000, Arlington, VA 22209

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. Samuel G. Rubenstein, Secretary and Vice President

(Typed or printed name and capacity of person signing application)

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**ADDENDUM****PHARMALOGIC HOLDINGS CORP. -- APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA****Additional Directors:**

Brandon Ingersoll  
16 Laurel Avenue, Suite 150  
Wellesley Hills, MA 02481

Steven F. Tunney  
c/o MCG Capital Corporation  
1100 Wilson Boulevard, Suite 3000  
Arlington, VA 22209

**Additional Officers:****CEO:**

Jules Chatoff, 1 South Ocean Boulevard, Suite 206, Boca Raton, FL 33432

**CFO:**

Howard Chatoff, 1 South Ocean Boulevard, Suite 206, Boca Raton, FL 33432

**General Counsel and VP:**

Samuel G. Rubenstein, c/o MCG Capital Corp., 1100 Wilson Blvd., Suite 3000, Arlington, VA 22209

**Assistant Treasurer and VP:**

John C. Wellons, c/o MCG Capital Corp., 1100 Wilson Blvd., Suite 3000, Arlington, VA 22209

**Assistant Secretary and VP:**

Dana E. Stern, c/o MCG Capital Corp., 1100 Wilson Blvd., Suite 3000, Arlington, VA 22209

**Executive Vice President of Operations:**

William Chatoff, 1 South Ocean Boulevard, Suite 206, Boca Raton, FL 33432

**Vice Presidents:**

William B. Ford, c/o MCG Capital Corp., 1100 Wilson Blvd., Suite 3000, Arlington, VA 22209

Michael R. McDonnell, c/o MCG Capital Corp., 1100 Wilson Blvd., Suite 3000, Arlington, VA 22209

Steven F. Tunney, c/o MCG Capital Corp., 1100 Wilson Blvd., Suite 3000, Arlington, VA 22209

Debra White, 1 South Ocean Boulevard, Suite 206, Boca Raton, FL 33432

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# Delaware

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*The First State*

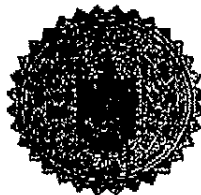
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHARMALOGIC HOLDINGS CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MARCH, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PHARMALOGIC HOLDINGS CORP." WAS INCORPORATED ON THE FOURTEENTH DAY OF DECEMBER, A.D. 2005.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4562834

DATE: 03-02-06

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