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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

FOREIGN PROFIT/NONPROFIT CORPORATION

CONVERGE BIOTECH, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Converge Biotech, 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. 20-5007805

(FEI number, if applicable)

4. May 16, 2006

(Date of incorporation)

5. Perpetual

(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. Dominion Towers, Suite 1213, 1400 NW 10th Avenue, Miami, FL 33136

(Principal office address)

c/o Diabetes Research Institute (r-134), 1450 NW 10th Avenue, Miami, FL 33136

(Current mailing address)

8. biotechnology research for disease therapies

(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

(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.

Corporation Service Company

By: _____

(Registered agent's signature)

Harry B. Davis
Asst. Vice President

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. DIRECTORSChairman: Dr. Camillo RicordiAddress: Diabetes Research Institute, 1450 NW 10th Avenue (r-134)
Miami, FL 33136Vice Chairman: Paul LattaAddress: 33 Santa Cruz Aisle
Irvine, CA 92606Director: Robert PearlmanAddress: Diabetes Research Institute Foundation, 3440 Hollywood Blvd., Suite 100
Hollywood, FL 33021

Director: _____

Address: _____

B. OFFICERSPresident: Paul LattaAddress: 33 Santa Cruz Aisle
Irvine, CA 92606

Vice President: _____

Address: _____

Secretary: Edwin L. Miller, Jr.Address: One Post Office Square, Suite 2300, Boston, MA 02109Treasurer: Paul LattaAddress: 33 Santa Cruz Aisle, Irvine, CA 92606

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

13. Paul Latta
(Signature of Director or Officer listed in number 12 of the application)14. Paul Latta, President
(Typed or printed name and capacity of person signing application)FILED
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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 "CONVERGE BIOTECH, 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 EIGHTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONVERGE BIOTECH, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF MAY, A.D. 2006.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4811244

DATE: 06-08-06

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