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FOREIGN PROFIT/NONPROFIT CORPORATION

ViaCell, Inc.

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208916

**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.

SECRETARY OF STATE
TREASURER, FLORIDA

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1. ViaCell, 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.**04-3244816**

(FEI number, if applicable)

4. September 2, 1994

(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. 245 First Street, 15th Floor, Cambridge, Massachusetts 02142

(Principal office address)

(Current mailing address)

8.**Commercial telephone solicitation**

(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:

2731 Executive Park Dr. Ste 4**Weston**

(City)

, Florida**33331**

(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.

Alison Hand, ASSTSec

(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.

ATT129

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

A. DIRECTORSChairman: Marc D. BeerAddress: 245 First Street, 15th Floor, Cambridge Massachusetts 02142Vice Chairman: Steve G. DanceAddress: 245 First Street, 15th Floor, Cambridge Massachusetts 02142

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA**B. OFFICERS**President: Marc D. BeerAddress: 245 First Street, 15th Floor, Cambridge Massachusetts 02142Vice President: Steve G. DanceAddress: 245 First Street, 15th Floor, Cambridge Massachusetts 02142

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. STEVE DANCE - C.F.O.
(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIACELL, 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 AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIACELL, INC." WAS INCORPORATED ON THE SECOND DAY OF SEPTEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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TALLAHASSEE, FLORIDA

2432070 8300

060742406

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4959302

DATE: 08-08-06