

F06000005856

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

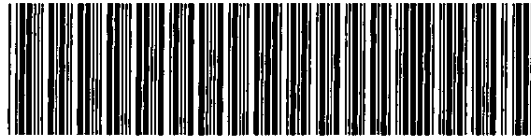
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Certificates of Status

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2007 APR 17 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tenby Pharma, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F06000005856

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Drey Coleman
(Name of Contact Person)

Sirion Therapeutics, Inc.
(Firm/Company)

3110 Cherry Palm Drive, Suite 340
(Address)

Tampa, FL 33619
(City/State and Zip Code)

For further information concerning this matter, please call:

Drey Coleman at (813) 496-7325 (x247)
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$35.00 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)
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Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000005856

(Document number of corporation (if known))

1. Tenby Pharma, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. September 12, 2006

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 13, 2006

5. Sirion Holdings, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

n/a

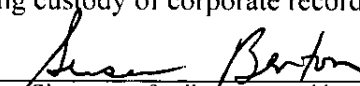
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

n/a

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Susan Benton

(Typed or printed name of person signing)

CCO & Secretary

(Title of person signing)

FILED
2001 APR 17 PM 3:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TENBY PHARMA INC.", CHANGING ITS NAME FROM "TENBY PHARMA INC." TO "SIRION HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2006, AT 9:41 O'CLOCK A.M.



4087632 8100

070405716

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5571871

DATE: 04-05-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:41 AM 11/13/2006
FILED 09:41 AM 11/13/2006
SRV 061034393 - 4087632 FILE

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
TENBY PHARMA INC.**

Pursuant to Section 242 of the Delaware General Corporation Law ("**DGCL**"), Tenby Pharma Inc., (the "**Corporation**") hereby submits this Certificate of Amendment for the purpose of amending the Certificate of Incorporation of the Corporation. The Corporation, organized and existing under and by virtue of the DGCL does hereby certify as follows:

FIRST: The name of the corporation is Tenby Pharma Inc.

SECOND: The Certificate of Incorporation of the Corporation is hereby amended as follows:

A. To change the name of the Corporation by deleting the current Article I and substituting the following therefor, to wit:

"1. The name of this corporation (hereinafter called the "**Corporation**") is SIRION HOLDINGS, INC.";

and,

B. To add a new Article 10, which shall read as follows, to wit:

"Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under § 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under § 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on the Corporation."

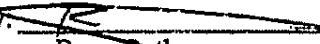
THIRD: That the amendment to the Certificate of Incorporation, as hereinabove stated and certified hereby, was duly adopted by the Board of Directors of the Corporation pursuant to the provisions of Section 242 of the DGCL, by unanimous approval, and proposed to the shareholders of the Corporation for approval.

FOURTH: That thereafter, the amendment to the Certificate of Incorporation, as hereinabove stated and certified hereby, was duly adopted by the shareholders of the Corporation holding at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote thereon, pursuant to the provisions of Section 242 of the DGCL.

[This space intentionally left blank. Signatures on following page.]

IN WITNESS WHEREOF, I have hereunto set my hand unto this **Certificate of Amendment of Certificate of Incorporation** as of this 13th day of November, 2006.

TENBY PHARMA INC.

By: 
Name: Barry Butler
Title: Chief Executive Officer