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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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FOREIGN PROFIT/NONPROFIT CORPORATION

Systems Medicine, Inc.

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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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **Systems Medicine, Inc.**

(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**

(State or country under the law of which it is incorporated)

3. **30-0299519**

(FEI number, if applicable)

4. **November 18, 2004**

(Date of incorporation)

5. **Perpetual**

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

6. **10/15/06**

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

7. **4320 N. Campbell Avenue, Suite 226**

(Principal office address)

Tucson, Arizona 85718

(Current mailing address)

8. **Pharmaceutical research.**

(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: **CT Corporation System**

Office Address: **1200 S. Pine Island Rd.**

Plantation

(City)

Florida 33324

(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.


(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:

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A. DIRECTORS

Chairman: Richard L. Love

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: 116 Boothill
Horseshoe Bay, Texas 78657

Vice Chairman: None

Address: _____

Director: Timothy J. Williamson

Address: 3850 Gramercy Street
Houston, Texas 77025

Director: Daniel D. Von Hoff, M.D.

Address: 9830 E. Thompson Peak Parkway, Ste. 906
Scottsdale, Arizona 85255

B. OFFICERS

President: Jeffrey E. Jacob (also CEO and CFO)

Address: 3080 N. Webster Road
Tucson, Arizona 85750

Vice President: None

Address: _____

Secretary: Timothy J. Williamson

Address: 3850 Gramercy Street, Houston, TX 77025

Treasurer: Jeffrey E. Jacob

Address: 3080 N. Webster Road, Tucson, AZ 85750

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. Jeffrey E. Jacob, President and CEO

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

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADDENDUM

APPLICANT: SYSTEMS MEDICINE, INC. (EIN 30-0299519)

12. Names and business addresses of officers and/or directors (continued)

A. DIRECTORS

Director: Jeffrey E. Jacob
Address: 3080 N. Webster Rd., Tucson, AZ 85750

B. OFFICERS

Chairman of the Board: Richard L. Love
Address: 116 Boothill, Horseshoe Bay, Texas 78657

Chief Medical Officer: Daniel D. Von Hoff, M.D.
Address: 9830 E. Thompson Peak Pkwy., Ste. 906, Scottsdale, AZ
85255

Chief Scientific Officer: Spyro Mousses
Address: 13208 E. Shea Blvd., Suite 100, Scottsdale, AZ 85259

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SYSTEMS MEDICINE, 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 TWENTY-FIFTH DAY OF OCTOBER, A.D. 2006.

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

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



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060982302

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5145998

DATE: 10-25-06