

To: Florida Department of State  
Subject: 000409.72311

From: Katie Wonsch

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**F0700003863**

Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000409.72311

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**OPKO HEALTH, 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.

1. OPKO HEALTH, 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. 75-2402409

(FBI number, if applicable)

4. November 18, 1991

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

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

7. 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

(Principal office address)

(same as above)

(Current mailing address)

8. Any lawful business

(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: CorpDirect Agents, Inc.

Office Address: 515 East park Avenue

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.

Katie Wonsch, Assistant Secretary  
(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:

A. DIRECTORS

Chairman: Phillip Frost, M.D.

Address: 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

Vice Chairman: Jane Hslao, Ph.D., MBA

Address: 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

Director: John A. Paganelli

Address: 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

Director: David A. Eichler

Address: 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

(SEE ATTACHED ADDENDUM)

B. OFFICERS

President: \_\_\_\_\_

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

Vice President: Subbarao Uppaluri

Address: 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

Secretary: Steven D. Rubln

Address: 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

Treasurer: Adam Logal

Address: 4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

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. Adam Logal, Treasurer

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

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**OPKO HEALTH, INC.  
ADDENDUM TO APPLICATION**

**12. A. DIRECTORS (Cont'd):**

**Michael Rejch**  
4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

**Steven D. Rubin**  
4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

**Robert Baron**  
4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

**Richard A. Lerner, M.D.**  
4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

**Melvin L. Rubin, M.D.**  
4400 Biscayne Boulevard, Suite 900, Miami, FL 33137

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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 "OPKO HEALTH, 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 THIRTY-FIRST DAY OF JULY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPKO HEALTH, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1991.

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.

FILED  
07 JUL 31 PM 2:29  
SECRETARY OF STATE  
HARRIET SMITH WINDSOR

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5889657

DATE: 07-31-07

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