

FD7000005552

Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Verenium Biofuels Corporation

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T. Burch NOV 9 2007

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. VERENIUM BIOFUELS CORPORATION

(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.

(FEI number, if applicable)

4. 2/25/94

(Date of incorporation)

5.

PERPETUAL

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

6. UPON FILING OF QUALIFICATION

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

7. 55 CAMBRIDGE PARKWAY, 8TH FLOOR, CAMBRIDGE, MA 02142

(Principal office address)

55 CAMBRIDGE PARKWAY, 8TH FLOOR, CAMBRIDGE, MA 02142

(Current mailing address)

8. DEVELOPMENT OF NEW, LOWER COST BIOFUELS

(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: 1300 South Pine Island Road

Plantation, Florida 33324

(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.

By:

[Handwritten signature]

(Registered agent's signature)

James Martin Assistant Secretary

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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____


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. JEFF BLACK - VP & CHIEF ACCOUNTING OFFICER
(Typed or printed name and capacity of person signing application)

VERENIUM BIOFUELS CORPORATION

Officers:

| | | |
|----------------------|---|--|
| Carlos A. Riva | President, Chief Executive Officer | 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| John A. McCarthy Jr. | Executive Vice President and Chief Financial Officer | 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| John R. Malloy, Jr. | Executive Vice President, Biofuels Business Unit | 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| William H. Baum | Executive Vice President, Business Development General Manager, Specialty Enzymes Business Unit | 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Jeffrey Black | Vice President and Chief Accounting Officer | 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |

Directors:

| | |
|---------------------------|---|
| Carlos A. Riva | 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| James H. Cavanaugh, Ph.D. | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Peter Johnson | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Fernand Kaufmann, Ph.D. | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Mark Leschly | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Joshua Ruch | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Melvin I. Simon, Ph.D. | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Cheryl Wenzinger | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |
| Michael Zak | c/o Verenum Corporation 55 Cambridge Parkway, 8th Floor, Cambridge, MA 02142 |

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TALLAHASSEE, FLORIDA

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERENIUM BIOFUELS CORPORATION" 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 SEVENTH DAY OF NOVEMBER, A.D. 2007.

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6142244

DATE: 11-07-07