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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

XHALE, INC.

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATION

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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. Xhale, 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. 20-3397581

(FEI number, if applicable)

4. April 16, 2008

(Date of incorporation)

5. Perpetual

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

6. Upon registration

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

7. 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601

(Principal office address)

101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601

(Current mailing address)

8. Any and all lawful purposes

(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:

Mindy L. Carreja

Office Address:

1227 N. Franklin Street

Tampa

(City)

Florida 33602

(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.

Mindy L. Carreja
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Richard R. AllenAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Director: Mark S. GoldAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Director: Jack WilkensAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Director: David DizneyAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Director: S. Tucker Johnson; 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601

B. OFFICERS

President: Richard R. AllenAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Vice President: Secretary and Treasurer: Stephanie WarringtonAddress: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Secretary: Chief Science Officer: Donn M. Dennis, M.D.Address: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601Treasurer: Chief Technical Officer: Richard J. Melker, M.D., Ph.D.Address: 101 SE 2nd Place, Suite 201-A, Gainesville, FL 32601

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. Richard R. Allen, President and CEO

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

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XHALE, 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 TWENTIETH DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XHALE, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF APRIL, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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at corp.delaware.gov/authver.shtml

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6603095

DATE: 05-20-08