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Florida Department of State

Division of Corporations

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To:

Division of Corporations

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From:

Account Name : CORPORATION SERVICE COMPANY

Account Number : 120000000195

Phone : (850) 521-1000

Fax Number : (850) 558-1575

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**MIDDLEBROOK PHARMACEUTICALS, INC.**

Certificate of Status	0
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J. 12/01/08

# 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. MIDDLEBROOK PHARMACEUTICALS, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "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. 12/16/1999

(Date of incorporation)

5. PERPETUAL

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

6. \_\_\_\_\_

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

7. 7 VILLAGE CIRCLE, SUITE 100 WESTLAKE, TEXAS 76262

(Principal office address)

(Current mailing address)

8. DEVELOPING AND COMMERCIALIZING ANTI-INFECTIVE DRUG PRODUCT

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

Corporation Service Company

By: Juan L. Bova

(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: SEE ATTACHED LIST

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: See Attached

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

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

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

NOTE: If necessary, you may attach an addendum to this application listing additional officers and/or directors.

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Brad Cole, SVP & General Counsel

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

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# MiddleBrook

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## PHARMACEUTICALS

**Officers:****John S. Thlevon**

President & CEO & Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

**David P. Becker**

Executive Vice President & CFO  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

**Beth A. Burnside, Ph.D.**

SVP Regulatory Affairs, Compliance & Strategic Planning  
c/o MiddleBrook Pharmaceuticals, Inc.  
20425 Seneca Meadows Parkway  
Germantown, MD 20876

**Susan P. Clausen, Ph.D.**

SVP Clinical Research & Medical Affairs  
c/o MiddleBrook Pharmaceuticals, Inc.  
20425 Seneca Meadows Parkway  
Germantown, MD 20876

**Brad Cole**

SVP & General Counsel  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

**Timothy L. Miller**

SVP Sales Operations & Administration  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

**Donald J. Treacy, Ph.D.**

SVP Development & Manufacturing Operations  
c/o MiddleBrook Pharmaceuticals, Inc.  
20425 Seneca Meadows Parkway  
Germantown, MD 20876

**Board of Directors:****R. Gordon Douglas, M.D.**

Chairman of the Board  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100

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# MiddleBrook

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## PHARMACEUTICALS

Westlake, Texas 76262

Lord James Blyth

Associate Chairman  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

James H. Cavanaugh, Ph.D.

Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

Richard W. Dugan

Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

Wayne T. Hockmeyer, Ph.D.

Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

William Pate

Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

Mark Sotir

Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

John Thievon

President & CEO & Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

Harold R. Werner

Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

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# MiddleBrook

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## PHARMACEUTICALS

Martin Vogelbaum

Director  
c/o MiddleBrook Pharmaceuticals, Inc.  
7 Village Circle, Suite 100  
Westlake, Texas 76262

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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 "MIDDLEBROOK PHARMACEUTICALS, 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 NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MIDDLEBROOK PHARMACEUTICALS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1999.

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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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6987310

DATE: 11-25-08