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Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

Account Name : FEE & JEFFRIES, P.A.
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TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

Optima Neuroscience, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

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Fax Audit No.: (((H09000140147 3)))

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Optima Neuroscience, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mindy L. Carreja

(Name of Person)

Fee & Jeffries, P.A.

(Firm/Company)

1227 N. Franklin Street

(Address)

Tampa, FL 33602

(City/State and Zip code)

For further information concerning this matter, please call:

Mindy L. Carreja

(Name of Person)

at (813) 229-8008

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. Optima Neuroscience, 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. 202971183

(FEI number, if applicable)

4. June 3, 2009

(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-B, Gainesville, FL 32601

(Principal office address)

101 SE 2nd Place, Suite 201-B, 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

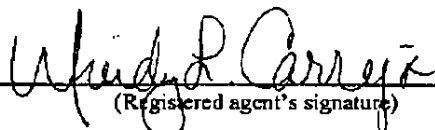
(City)

, 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.


(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

Director
Chairman: Richard R. Allen

Address: 101 SE 2nd Place, Suite 201-B, Gainesville, FL 32601

Director
Vice Chairman: J. Chris Sackellares, M.D.

Address: 101 SE 2nd Place, Suite 201-B, Gainesville, FL 32601

Director: Jon M. Kurtz

Address: 101 SE 2nd Place, Suite 201-B, Gainesville, FL 32601

Director:

Address:

B. OFFICERS

President: Ryan T. Kern, M.D.

Address: 101 SE 2nd Place, Suite 201-B, Gainesville, FL 32601

Vice President: Scientific Affairs: Deng-Shan Shiau, Ph.D.

Address: 101 SE 2nd Place, Suite 201-B, Gainesville, FL 32601

Secretary: Amanda M. Burks

Address: 101 SE 2nd Place, Suite 201-B, Gainesville, FL 32601

Treasurer: Chief Scientific Officer: J. Chris Sackellares, M.D.

Address: 101 SE 2nd Place, Suite 201-B, 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.

Ryan T. Kern, M.D., President

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTIMA NEUROSCIENCE, 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 NINTH DAY OF JUNE, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OPTIMA NEUROSCIENCE, INC." WAS INCORPORATED ON THE THIRD DAY OF JUNE, A.D. 2009.

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

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7350366

DATE: 06-09-09

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