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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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Kimberly x 2949

FOREIGN PROFIT/NONPROFIT CORPORATION

NANOTHERAPEUTICS, INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Nanotherapeutics, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(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. 59-3615370

(FEI number, if applicable)

4. April 28, 2009

(Date of incorporation)

5. Perpetual

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

6. June 17, 2009

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

7. 13859 Progress Blvd., Suite 300, Alachua, FL 32615

(Principal office address)

13859 Progress Blvd., Suite 300, Alachua, FL 32615

(Current mailing address)

8. Any lawful act or activity for which corporations may be organized under Delaware law

(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: 

(Registered agent's signature)

**Kimberly B. Moret
as its agent**

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: Weaver H. Gaines

Address: 13859 Progress Blvd., Suite 300, Alachua, FL 32615

Vice Chairman: none

Address: _____

Director: James D. Talton, Ph.D.

Address: 13859 Progress Blvd., Suite 300, Alachua, FL 32615

Director: See addendum

Address: _____

B. OFFICERS

President: James D. Talton, Ph.D.

Address: 13859 Progress Blvd., Suite 300, Alachua, FL 32615

Vice President: _____

Address: _____

Secretary: Bärbel Eppler, Ph.D.

Address: 13859 Progress Blvd., Suite 300, Alachua, FL 32615

Treasurer: Dennis Kristof

Address: 13859 Progress Blvd., Suite 300, Alachua, FL 32615

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

13. Weaver H. Gaines

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

14. Weaver H. Gaines, Chairman of the Board of Directors

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

Addendum to Application by Foreign Corporation to Transact Business in Florida by
Nanotherapeutics, Inc., a Delaware corporation.

Director: James M. Matthew

Business Address: CFO
DailyAccess Corporation
3101 International Drive., Bldg. 6
Mobile, AL 36606

Director: Sean McConnell, Esq.

Business Address General Counsel
Modern Business Associates
9455 Koger Blvd., Suite 200
St. Petersburg, FL 33702

Director: James Butler

Business Address 13859 Progress Blvd., Suite 300
Alachua, FL 32615

Director: Robert Hennessey

Business Address 13859 Progress Blvd., Suite 300
Alachua, FL 32615

Director: James M. Fitz-Gerald, Ph.D.

Business Address: Associate Professor
University of Virginia
School of Engineering and Applied Science
Department of Materials Science & Engineering
Wilsdorf Hall, 395 McCormick Road
Charlottesville, VA 22904-4745

Officers

Senior Vice President Operations Dennis Tomisaka

Vice President, R&D James Kirk, Ph.D.

Medical Director John Abernethy, MD

Business Address 13859 Progress Blvd., Suite 300
Alachua, FL 32615

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PAGE 1

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NANOTHERAPEUTICS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2009.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7372740

DATE: 06-19-09