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Account Name : C T CORPORATION SYSTEM
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FOREIGN PROFIT/NONPROFIT CORPORATION

Allos Therapeutics, Inc.

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RECEIVED
FLORIDA DEPARTMENT OF STATE
03 JUN 29 AM 11:02

FILED
2009 JUN 29 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Allos Therapeutics, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "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. 54-1655029

(FEI number, if applicable)

4. 07/17/1996

(Date of incorporation)

5. perpetual

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

6. June 29, 2009

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

7. 11080 CirclePoint Rd., Ste. 200, Westminster, CO. 80020

(Principal office address)

11080 CirclePoint Rd., Ste. 200, Westminster, CO. 80020

(Current mailing address)

8. Biopharmaceutical company developing & commercializing innovative drugs for cancer

(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: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

Hiedi M. Liesch

(Registered agent's signature)

Hiedi Liesch
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

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

A. DIRECTORS

Chairman: Stephen J. Hoffman

Address: 101 Arch St., Suite 1950

Boston, MA. 02110

Vice Chairman: _____

Address: _____

Director: Michael D. Casey

Address: 4334 Quail Run Lane

Danville, CA. 94506

Director: Stewart Hen

Address: 466 Lexington Ave.

New York, NY. 10017

B. OFFICERS

President: Paul L. Berns

Address: 11080 CirclePoint Rd., Ste. 200

Westminster, CO. 80020

Vice President: James V. Caruso

Address: 302 Carnegie Center, Ste. 102

Princeton, NJ. 08540

Secretary: Marc H. Graboyes

Address: 11080 CirclePoint Rd., Ste. 200, Westminster, CO. 80020

Treasurer: David C. Clark

Address: 11080 CirclePoint Rd., Ste. 200, Westminster, CO. 80020

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

13. Marc H. Graboyes
(Signature of Director or Officer listed in number 12 of the application)

14. Marc Graboyes SVP General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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Allos Therapeutics, Inc.
Continuation of Directors

Director: Jonathan S. Left
Address: 466 Lexington Avenue
New York, NY. 10017

Director: Timothy P. Lynch
Address: 1422 NW 1st St
Bend, OR. 97701

Director: David Stout
Address: 2422 Nuadain Street
Philadelphia, PA. 19146

Director: Jeffrey R. Latts
Address: 120 Gilmanin Drive
Tiburon, CA. 94920

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TALLAHASSEE, FLORIDA**

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLOS THERAPEUTICS, 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-NINTH DAY OF MAY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7331282

DATE: 05-29-09