

Division of Corporations Page 1 of 1
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Florida Department of State
Division of Corporations
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FOREIGN PROFIT/NONPROFIT CORPORATION

Whitebox Pharmaceutical Growth Ltd Inc.

Certificate of Status	0
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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. WHITEBOX PHARMACEUTICAL GROWTH LTD. 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. British Virgin Islands

(State or country under the law of which it is incorporated)

3. 98-0528830

(FEI number, if applicable)

4. 5/18/2007

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. c/o Appleby Corp. Ser. (BVI) Ltd, Palm Grove House, P.O. Bx 3190, Road Town, Tortola, BVI

(Principal office address)

c/o Whitebox Pharm. Growth Ltd, 3033 Excelsior Blvd, Ste 300, Minneapolis, MN 55416

(Current mailing address)

8. Investment activities

(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: **C T Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation, Florida **33324**

(City)

(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)

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

A. DIRECTORS

Chairman: Andrew Redleaf

Address: Whitebox Pharmaceutical Growth Ltd, 3033 Excelsior Blvd, Ste 300, Minneapolis, MN 55416

Vice Chairman: Jonathan Wood

Address: Whitebox Pharmaceutical Growth Ltd, 3033 Excelsior Blvd, Ste 300, Minneapolis, MN 55416

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Andrew Redleaf - President

Address: Whitebox Pharmaceutical Growth Ltd, 3033 Excelsior Blvd, Ste 300, Minneapolis, MN 55416

Vice President: _____

Address: _____

Secretary: Jonathan Wood - Secretary

Address: Whitebox Pharmaceutical Growth Ltd, 3033 Excelsior Blvd, Ste 300, Minneapolis, MN 55416

Treasurer: _____

Address: _____

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. Jonathan Wood, Director and Secretary

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

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**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**

**CERTIFICATE OF GOOD STANDING
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES
that, pursuant to the BVI Business Companies Act, 2004,

Whitebox Pharmaceutical Growth Ltd.

BVI COMPANY NUMBER: 1405226

1. Is on the Register of Companies;
2. Has paid all fees, annual fees and penalties that are due and payable;
3. Has not filed articles of merger or consolidation that have not become effective;
4. Has not filed articles of arrangement that have not yet become effective;
5. Is not in voluntary liquidation; and
6. Proceedings to strike the name of the company off the Register of Companies have not been instituted.



[Signature]

REGISTRAR OF CORPORATE AFFAIRS
1st day of July, 2009

CLERK OF THE COURT
JALAHASSEE, FLORIDA

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