

F10000000508

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H10000020748 3)))



H100000207483ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 617-6381

**From:**

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**Nautilus Neurosciences, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10 JAN 29 PM 3:22

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 JAN 29 PM 4:34

FILED

T. Burch FEB 1 2010

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Nautilus Neurosciences, 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," or "Certificate of Good Standing" 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:

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip code

BPainter@KelleyDrye.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Person

at (\_\_\_\_\_) \_\_\_\_\_

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

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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 JAN 29 PM 4:34

FILED

1. Nautilus Neurosciences, 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. 27-1239884

(FEI number, if applicable)

4. October 30, 2009

(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. 1200 Route 22 East, Suite 2000, Bridgewater, New Jersey 08807

(Principal office address)

(Current mailing address)

8. all lawful purposes of which corporations may be organized in the State of Delaware and the State of Florida

(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.*

By: \_\_\_\_\_

(Registered agent's signature)

Chris McNear  
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.

FILED

2010 JAN 29 PM 4:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached addendum

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

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

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

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

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

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

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

B. OFFICERS

President: See attached addendum

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

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

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

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

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

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

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

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

13. Neil Milano  
(Signature of Director or Officer listed in number 12 of the application)

14. Neil Milano, Secretary, Treasurer and Chief Financial Officer  
(Typed or printed name and capacity of person signing application)

**NAUTILUS NEUROSCIENCES, INC.**

**OFFICERS:**

NAME	TITLE	BUSINESS ADDRESS
James L. Fares	Chairman, Chief Executive Officer	1200 Route 22 East, Suite 2000 Bridgewater, NJ 08807
Eric J. Liebler	President, Chief Operating Officer and Assistant Secretary	1200 Route 22 East, Suite 2000 Bridgewater, NJ 08807
Neil R. Milano	Chief Financial Officer, Treasurer, Secretary	1200 Route 22 East, Suite 2000 Bridgewater, NJ 08807

**DIRECTORS:**

NAME	BUSINESS ADDRESS
Geoffrey S. Raker	c/o Tailwind Capital Partners, L. P. 485 Lexington Avenue New York, New York 10017
Douglas M. Karp	c/o Tailwind Capital Partners, L. P. 485 Lexington Avenue New York, New York 10017
Eric J. Liebler	1200 Route 22 East, Suite 2000 Bridgewater, NJ 08807
James L. Fares	1200 Route 22 East, Suite 2000 Bridgewater, NJ 08807
Frank V. Sica	c/o Tailwind Capital Partners, L. P. 485 Lexington Avenue New York, New York 10017

**FILED**

2010 JAN 29 PM 4: 34

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 "NAUTILUS NEUROSCIENCES, 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 JANUARY, A.D. 2010.

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

FILED  
2010 JAN 29 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4748152 8300

100087828

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7787680

DATE: 01-29-10