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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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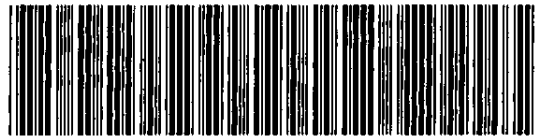
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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10 MAR 12 PM 3:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** 2215 Bridgepointe Parkway, Suite 200, San Mateo, CA 94404

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:

Aurora Uyehara

Name of Person

Neurogesx, Inc.

Firm/Company

2215 Bridgepointe Parkway, Suite 200

Address

San Mateo, CA 94404

City/State and Zip code

auyehara@neurogesx.com

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

For further information concerning this matter, please call:

Aurora Uyehara

at (650) 358-3324

Name of Person

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:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>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.*

1. Neurogesx, 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. 94-3307935

(FEI number, if applicable)

4. 02/05/2007

(Date of incorporation)

5. perpetual

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

6. 2215 Bridgepointe Parkway, Suite 200, San Mateo, CA 94404

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

7. 2215 Bridgepointe Parkway, Suite 200, San Mateo, CA 94404

(Principal office address)

2215 Bridgepointe Parkway, Suite 200, San Mateo, CA 94404

(Current mailing address)

8. wholesale of Qutenza, a 8% capsaicin dermal patch for pain management

(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: John Oleinik

Office Address: 13804 Shady Shores Drive

Tampa

(City)

, Florida 33613

(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:

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**A. DIRECTORS**

Chairman: Jean-Jacques Bienaime

Address: 105 Digital Drive

Novato, CA 94949

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vice Chairman: Not Applicable

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

Director: Neil M. Kurtz

Address: 11085 North Torrey Pines Rd, Suite 300

La Jolla, CA 92037

Director: John A. Orwin

Address: One DNA Way

South San Francisco, CA 94080

**B. OFFICERS**

President: Anthony A. DiTonno, CEO

Address: 2215 Bridgepointe Parkway, Suite 200

San Mateo, CA, USA 94404

Vice President: Michael E. Markels, SVP

Address: San Mateo, CA, USA 94404

San Mateo, CA, USA 94404

Secretary: Stephen F. Ghiglieri, CFO, COO, EVP

Address: 2215 Bridgepointe Parkway, Suite 200, San Mateo, CA 94404

Treasurer: Jeffrey K. Tobias, CMO, EVP

Address: 2215 Bridgepointe Parkway, Suite 200, San Mateo, CA 94404

**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. Stephen F. Ghiglieri, CFO, COO, EVP

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

# Delaware

*The First State*

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AND  
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PAGE 1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEUROGESX, 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 THIRTEENTH DAY OF JANUARY, A.D. 2010.

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.

4271074 8300

100034118



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: 7755289

DATE: 01-13-10

**NEUROGESX**

**NeurogesX, Inc.**  
2215 Bridgepointe Parkway  
Suite 200  
San Mateo, CA 94404-5067  
T 650.358.3300  
F 650.649.1798  
www.neurogesx.com

**Neurogesx, Inc. Officers:**

**Anthony A. DiTonno, CEO**  
2215 Bridgepointe Parkway, Suite 200  
San Mateo, CA, USA 94404

**Stephen F. Ghiglieri, CFO, COO, EVP**  
2215 Bridgepointe Parkway, Suite 200  
San Mateo, CA, USA 94404

**Jeffrey K. Tobias, CMO, EVP**  
2215 Bridgepointe Parkway, Suite 200  
San Mateo, CA, USA 94404

**Michael E. Markels, SVP**  
2215 Bridgepointe Parkway, Suite 200  
San Mateo, CA, USA 94404

**Neurogesx, Inc. Board of Directors:**

**Jean-Jacques Bienaime**  
105 Digital Drive  
Novato, CA 94949

**Anthony A. DiTonno**  
2215 Bridgepointe Parkway, Suite 200  
San Mateo, CA, USA 94404

**Bradford S. Goodwin**  
2215 Bridgepointe Parkway, Suite 200  
San Mateo, CA, USA 94404

**Neil M. Kurtz**  
11085 North Torrey Pines Rd, Suite 300  
La Jolla, CA 92037

**Robert T. Nelsen**  
1000 2<sup>nd</sup> Ave, Suite 3700  
Seattle, WA 98104

**John A. Orwin**  
One DNA Way  
South San Francisco, CA 94080

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