

Division of Corporations  
**F 10000003736**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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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**

**Nodality, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED  
10 AUG 19 PM 1:04  
DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

B McKnight AUG 20 2010

**COVER LETTER**

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

**SUBJECT:** Nodality, 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:

Bella Gelin

Name of Person

Nodality, Inc.

Firm/Company

650 Page Mill Road

Address

Palo Alto, CA 94040

City/State and Zip code

bgelin@wsgr.com

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

For further information concerning this matter, please call:

Bella Gelin

at (650) 461-6294

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:

- \$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.

1. Nodality, 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 3. 20-1179184
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 21, 2003 5. Perpetual
(Date of incorporation) (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. 201 Gateway Blvd., So. San Francisco, CA 94080
(Principal office address)

201 Gateway Blvd., So. San Francisco, CA 94080
(Current mailing address)

8. To engage in any lawful act or activity for which a corporation may be organized
(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.

C T Corporation System

By: Connie Bryan Assistant Secretary
(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:

A. DIRECTORS

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

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

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

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

Director: Andrew Allen

Address: c/o Nodality, Inc.

201 Gateway Blvd., So. San Francisco, CA 94080

Director: Fred Cohen

Address: c/o Nodality, Inc.

201 Gateway Blvd., So. San Francisco, CA 94080

B. OFFICERS

President: David R. Parkinson, M.D.

Address: c/o Nodality, Inc.

201 Gateway Blvd., So. San Francisco, CA 94080

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

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

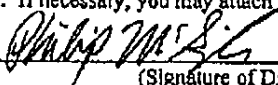
Secretary: Philip McGarrigle

Address: c/o Nodality, Inc., 201 Gateway Blvd., So. San Francisco, CA 94080

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. Philip McGarrigle, General Counsel and Secretary  
(Typed or printed name and capacity of person signing application)

APPLICATION FOR FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

Part A: Cont.

DIRECTORS:

Director: Garry Nolan  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

Director: David Parkinson  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

Director: David Singer  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

Director: Risa Stack  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

Director: Russell Bradley  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

OFFICERS:

Chief Financial Officer: James V. Agnello  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

Chief Medical Officer: Alessandra Cesano, M.D.  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

General Counsel and Chief IP Officer: Phil McGarrigle  
Address: c/o Nodality, Inc.  
201 Gateway Blvd., So. San Francisco, CA 94080

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Chief Technology Officer: David C. Spellmeyer, Ph.D.

Address: c/o Nodality, Inc.

201 Gateway Blvd., So. San Francisco, CA 94080

Sr. Vice President, Corporate Development: Andrew Hindman

Address: c/o Nodality, Inc.

201 Gateway Blvd., So. San Francisco, CA 94080

Sr. Vice President, Advanced Development: Gregory T. Stelzer

Address: c/o Nodality, Inc.

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NODALITY, 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 SEVENTEENTH DAY OF AUGUST, A.D. 2010.

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

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


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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: 8175410

DATE: 08-17-10