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#### **COVER LETTER**

ΓO: New Filing Section Division of Corporations						
SUBJECT: Stemsynergy Therapo	eutics Inc.					
	ation - must include suffix					
Dear Sir or Madam:						
The enclosed "Application by Foreign Corporation 'Certificate of Existence," or "Certificate of Good shove referenced foreign corporation to transact bu						
Please return all correspondence concerning this ma	atter to the following:					
Tony Capobianco						
Name	e of Person					
Stemsynergy Therapeutics Inc						
	Company					
4300 E. Tradewinds Avenue						
Address						
Lauderdale by the Sea, Fl 3330						
•	ate and Zip code					
capobianco@stemsynergy.com E-mail address: (to be us	sed for future annual report notification)					
·	•					
For further information concerning this matter, plea	ase call:					
tony capobianco at ( 305	5 <sub>)</sub> 753-0217					
	rea Code & Daytime Telephone Number	2011	Ne			
		R	NO.			
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	2010 DEC -3 PM 2: 10	EJARY OF STATE OF CORPORATION			
Enclosed is a check for the following amount:						
\$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Sertified Copy  Certified Copy  \$87.50 Filing Fee Certificate of State Certified Copy					



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10 DEC -3 AM 10: 20

## FLORIDA DEPARTMENT OF STATE CRETARY OF STATE Division of Corporations TALLAHASSEE, FLORIDA

November 4, 2010

TONY CAPOBIANCO 4300 E. TRADEWINDS AVENUE LAUDERDALE BY THE SEA, FL. 33308

SUBJECT: STEMSYNERGY THREAPEUTICS INC.

Ref. Number: W10000051816

We have received your document for STEMSYNERGY THREAPEUTICS INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden Regulatory Specialist II New Filing Section

Letter Number: 710A00026042

2010 DFC - 3 PM 2: 10

### 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.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  7. 4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308 (Principal office address)  4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308 (Current mailing address)  8. biotech initiatives in dtate 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)	(State or country under the law of which it is incorporated) 4. January 18, 2007 (Date of incorporation)  (Date of incorporation)  (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  7. 4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308  (Principal office address)  4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308  (Current mailing address)  8. biotech initiatives in dtate 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:  An Harry J Capo birand  (City)  (City)  (City)  (Fill number, if applicable)  (FEI number, if applicable)  (FEI number, if applicable)  (FET Petual  (Duration: Year corp. will cease to exist or "perpetual")  (Duration: Year corp. will cease to exist or "perpetual")  (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  7. 4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308  (Principal office address)  (Current mailing address)  8. biotech initiatives in dtate 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:  An Harry J Capo biranda  (City)  (City)  (City)  (City)	Dalamara		corporate name	adopted for the purpose of t	ransacting ousiness in r for	da)
4. January 18, 2007 (Date of incorporation)  (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  7. 4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308 (Principal office address)  4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308 (Current mailing address)  8. biotech initiatives in dtate 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)	4. January 18, 2007 (Date of incorporation)  (Date of incorporation)  (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  7. 4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308 (Principal office address)  4300 E. Tradewinds Avenue, Lauderdale by the Sea, FL 33308 (Current mailing address)  8. biotech initiatives in dtate 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:  An throug J Capo b Anda  Office Address:  6. (City)  7. 176 (City)  7. 176 (Zip code)	2. <u>Delaware</u>		3.		_	
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Name: An throng J Capo bands	Office Address: 862 W 472 street  Mirmi BERCL , Florida 7)146  (City) (Zip code)	(Purpose(s	) of corporation authorized in	home state or co	ountry to be carried out in sta	ite of Florida)	in in
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(City) (Zip code)			(City)		(Zip code	<del></del>	<b>5</b>
<ol> <li>Registered agent's acceptance:</li> <li>Having been named as registered agent and to accept service of process for the above stated corporation at the p</li> </ol>		Λ D	ent's acceptance:			so stated comporation at t	he nlace
	τανίην προη παίηρα αν τρυνίρτρα αυρή ανά τα αρορή κρινίου οι ητορρίς του την απούρ νίατου εύπουτατίου αι την πα		ed as registered agent and	<i>to accent servi</i>			
lesignated in this application, I hereby accept the appointment as registered agent and agree to act in this capac	taving oeen namea as registerea agent and to accept service of process for the above stated corporation at the plac Lesignated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity	Having been nam	ed as registered agent and a application, I hereby accep	to accept servi ot the appoints	ce oj process jor ine abov nent as registered agent a	nd agree to act in this ca	pacity.

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.

12. Names and business addresses of officers and/or directors:	THE
A. DIRECTORS	SECRETARY OF STATE DIVISION OF CORPORATION
Chairman:	2010 DEC - 3 PM 2: 10
Address:	
Vice Chairman:	
Address:	
Director: David Robbins	
EO7E CIM O7th atract Miami 201EC	
Director: Anthony Capobianco	
Address: 862 W 47th Steet, Miami Beach, 33140	
B. OFFICERS	
President: Tony Capobianco	
Address: 862 W 47th Street	
Miami Beach, FL 33140	·
Vice President:	
Address:	
Secretary:	
Address:	
Treasurer:	THE PARTY OF THE P
Address:	
NOTE: If necessary, you may attack an addendum to the application listing addition	al officers and/or directors.
Signature of Director or Officer	
The officer or director signing this document (and who is listed in number 12 above) are true and that he or she is aware that false information submitted in a document to third degree felony as provided for in s.817.155, F.S.	
14.	

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

# Delaware

PAGE 1

### The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "STEMSYNERGY 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 FOURTEENTH DAY OF
OCTOBER, A.D. 2010.

SECRETARY OF STALL DIVISION OF CORFORATO

4286634 8300

100981082

Jeffrey W. Bullock, Secretary of State

AUTHENTYCATION: 8288784

DATE: 10-14-10

You may verify this certificate online at corp.delaware.gov/authver.shtml