

F10000005505

Division of Corporations

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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.

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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.\*\*

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FOREIGN PROFIT/NONPROFIT CORPORATION  
GENOPTIX, INC.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 DEC 15 PM 3:28

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## COVER LETTER

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

**SUBJECT:** Genoptix, 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:

Christian V. Kühlen, M.D., Esq.

Name of Person

Genoptix, Inc.

Firm/Company

1811 Aston Avenue

Address

Carlsbad, CA 92008

City/State and Zip code

ckuhlen@genoptix.com

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

For further information concerning this matter, please call:

James P. Gomez

at ( 760 ) 516-6225

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

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AND  
FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO THE SECRETARY OF STATE FOR REGISTRATION AS A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Genoptix, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
n/a  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 33-0840570  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 01/20/1999 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Concurrent with registration.  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1811 Aston Avenue, Carlsbad, CA 92008  
(Principal office address)  
1811 Aston Avenue, Carlsbad, CA 92008  
(Current mailing address)
8. The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.  
(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, 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.*

By: 

Baher Tanius, Asst. 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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AND  
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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See "Exhibit A" in response to Section 12.A.

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

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

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

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

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

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

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

B. OFFICERS

President: Tina S. Nova, Ph.D.

Address: c/o Genoptix, Inc., 1811 Aston Avenue  
Carlsbad, CA 92008

Vice President: Samuel Riccitelli

Address: c/o Genoptix, Inc., 1811 Aston Avenue  
Carlsbad, CA 92008

Secretary: Christian V. Kuhlen, M.D., Esq.

Address: c/o Genoptix, Inc., 1811 Aston Avenue, Carlsbad, CA 92008

Treasurer: Douglas A. Schuling

Address: c/o Genoptix, Inc., 1811 Aston Avenue, Carlsbad, CA 92008

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

13. C.V. Kuhlen

(Signature of Director or Officer listed in number 12 of the application)

14. Christian V. Kuhlen, M.D., Esq., Vice President, General Counsel and Corporate Secretary

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

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TALLAHASSEE, FLORIDA

EXHIBIT A

**Directors**

Tina S. Nova, Ph.D.  
Genoptix, Inc.  
1811 Aston Avenue  
Carlsbad, CA 92008

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Andrew E. Senyei, M.D. (Chairman of the Board)  
Enterprise Partners  
2223 Avenida de la Playa  
Suite 300  
La Jolla, CA 92037-3218

Michael Henos  
Alliance Technology Ventures  
1990 Main Street  
Suite 750  
Sarasota, FL 34236

Robert E. Curry, Ph.D.  
Alliance Technology Ventures  
1990 Main Street  
Suite 750  
Sarasota, FL 34236

Laurence R. McCarthy, Ph.D.  
Ampersand Ventures  
55 William Street  
Suite 240  
Wellesley, MA 02481

Karin Eastham  
c/o Genoptix, Inc.  
1811 Aston Avenue  
Carlsbad, CA 92008

Christine A. White, M.D.  
c/o Genoptix, Inc.  
1811 Aston Avenue  
Carlsbad, CA 92008

Geoffrey M. Parker  
c/o Genoptix, Inc.  
1811 Aston Avenue  
Carlsbad, CA 92008

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# Delaware

*The First State*

PAGE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "GENOPTIX, 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  
DECEMBER, 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.

2992566 8300

101188816

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: 6428121

DATE: 12-14-10