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FOREIGN PROFIT/NONPROFIT CORPORATION
Modulation Therapeutics, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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. MODULATION THERAPEUTICS, 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. 45-2440768

(FEI number, if applicable)

4. JUNE 28, 2011

(Date of incorporation)

5. PERPETUAL

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

6. UPON FILING

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 818 Bayview Drive, Ruskin FL 33570

(Principal office address)

1030 Stratford Drive, Encinitas CA 92024

(Current mailing address)

8. Engage in all lawful activities or business permitted in 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: Lori Hazlehurst

Office Address: 818 Bayview Drive

Ruskin

(City)

, Florida 33570

(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) Lori Hazlehurst

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. DIRECTORSChairman: Lori HazlehurstAddress: 818 Bayview Drive, Ruskin FL 33570Vice Chairman: Peggy A. HawkinsAddress: 1030 Stratford Drive, Encinitas CA 92024Director: Mark McLaughlinAddress: c/o H.Lee Moffitt Cancer Center & Research Institute
12902 Magnolia Drive, MRC 4 East, Tampa FL 33612-9497Director: Anne CressAddress: 4121 N. San Simeon Rd., Tucson AZ 85718

*****Directors - continued on Schedule A attached.

B. OFFICERSPresident: Lori HazlehurstAddress: 818 Bayview Drive, Ruskin FL 33570Vice President: Mark McLaughlinAddress: c/o H.Lee Moffitt Cancer Center & Research Institute
12902 Magnolia Drive, MRC 4 East, Tampa FL 33612-9497Secretary: Lori HazlehurstAddress: 818 Bayview Drive, Ruskin FL 33570Treasurer: Mark McLaughlinAddress: c/o H.Lee Moffitt Cancer Center & Research Institute, 12902 Magnolia Drive, MRC 4 East, Tampa FL 33612-9497

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Lori Hazlehurst, President

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

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SCHEDULE A
CONTINUATION

MODULATION THERAPEUTICS, INC.

12.A. DIRECTORS

Director: William Dalton

Address: 505 S. Riverhills Drive, Temple Terrace FL 33617

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MODULATION 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 TWENTY-NINTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MODULATION THERAPEUTICS, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2011.

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

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8870306

DATE: 06-29-11

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