

F12000002365

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

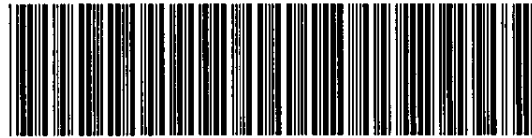
(Document Number)

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Special Instructions to Filing Officer:

~~W/2-22926~~

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12 JUN -4 PM 4:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Courtagen Life Sciences, 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," 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:

Elizabeth Holland
(Name of Person)
Courtagen Life Sciences, Inc.
(Firm/Company)
12 GILL Street Suite 3700
(Address)
Woburn MA 01801
(City/State and Zip code)

For further information concerning this matter, please call:

ELIZABETH Holland at (617) 892-7178
(Name of Person) (Area Code & Daytime Telephone Number)
email me at Elizabeth.holland@courtagen.com.

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 25, 2012

ELIZABETH HOLLAND
12 GILL STREET SUITE 3700
WOBURN, MA 01801

SUBJECT: COURTAGEN LIFE SCIENCES, INC.
Ref. Number: W12000022926

We have received your document for COURTAGEN LIFE SCIENCES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 512A00012697

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. Courtagen Life Sciences, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- D/B/A Courtagen Diagnostic Laboratory
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. MA 3. 27-1575144
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-30-2009 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. None yet - anticipate MAY 2012 APPLYING FOR
(Date first transacted business in Florida, if prior to registration) FLORIDA
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 12 Gill St., Suite 3700, Woburn, MA 01801
(Principal office address)
- Same
(Current mailing address)
8. Accept patient samples from FL Residents to be
(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) processed in MASSACHUSETTS
Name: Corporation Service Company
Office Address: 1201 Hays St
Tallahassee, Florida 32301
(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.

Meryl Wiener

(Registered agent's signature)

Meryl Wiener Asst VP

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:

A. DIRECTORS

Chairman: _____

see attached

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12 JUN -4 PM 4:10

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. _____

R. BRIAN MCKERNAN, CEO

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

ADDENDUM:

Names and Business addresses of all directors and holders of 5% or more corporate stock:

NAME:	BUSINESS ADDRESS:	DESIGNATIONS:	EIN:
R. Brian McKernan	12 Gill St, Suite 3700 Woburn, MA 01801	DIRECTOR & >5% SHOLDER	N/A
Brendan L. McKernan	12 Gill St, Suite 3700 Woburn, MA 01801	DIRECTOR & >5% SHOLDER	N/A
Courtagen Angel Fund 1, LLC ATTN: Brendan McKernan	12 Gill St, Suite 3700 Woburn, MA 01801	>5% SHOLDER	26-0509079
McKernan Family Partnership, LP ATTN: Brendan McKernan	12 Gill St, Suite 3700 Woburn, MA 01801	>5% SHOLDER	06-1444427
Richard T. McKernan	12 Gill St., Suite 3700 Woburn, MA 01801	DIRECTOR & >5% SHOLDER	N/A
John Altorelli	1251 Avenue of the Americas New York, NY 10020	DIRECTOR	N/A
BJA Enterprises, LLC ATTN: John Altorelli	1251 Avenue of the Americas New York, NY 10020	>5% SHOLDER	06-1527402
Emory Olcott	12 Gill St, Suite 3700 Woburn, MA 01801	DIRECTOR	N/A
Stephen M. McLean	100 Park Avenue, 31 st Floor New York, NY 10017	DIRECTOR & >5% SHOLDER	N/A
Autumn Partners, LLC ATTN: Stephen M. McLean	100 Park Avenue, 31 st Floor New York, NY 10017	>5% SHOLDER	22-3449588
Richard Upton	20 Central Square, Box 323 Keene, NH 03431	DIRECTOR	N/A
Harborlight Direct Investment LP ATTN: Richard Upton	20 Central Square, Box 323 Keene, NH 03431	>5% SHOLDER	26-3620779
Avantra Series of Harborlight Direct Investment LLC ATTN: Richard Upton	20 Central Square, Box 323 Keene, NH 03431	>5% SHOLDER	26-2911478
Phillip Chapman	370 Lexington Avenue, Suite 1706 New York, NY 10017	DIRECTOR	N/A
Frederick R. Adler, Grantor Trust ATTN: Phillip Chapman	370 Lexington Avenue, Suite 1706 New York, NY 10017	>5% SHOLDER	13-4149777
Soaring Eagle, LLC ATTN: Phillip Chapman	370 Lexington Avenue, Suite 1706 New York, NY 10017	>5% SHOLDER	20-1891424

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

April 12, 2012

To Whom It May Concern:

I hereby certify that the records of this office show that

COURTAGEN LIFE SCIENCES, INC

a corporation organized under the laws of **Delaware** on **December 30, 2009** was qualified to do business in this Commonwealth on **February 18, 2010** under the provisions of the General Laws, and I further certify that said corporation is still qualified to do business in this Commonwealth.

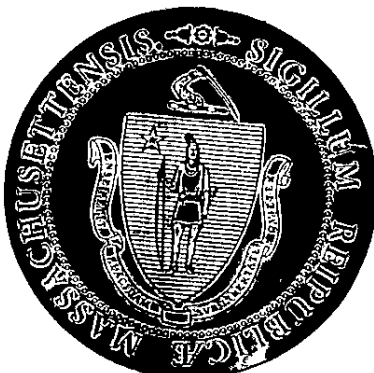
I also certify that said corporation is not delinquent in the filing of any annual reports required to date.

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12 JUN -4 PM 4:11
SECRETARY OF STATE
TALAMON, TUDOR

In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth
on the date first above written.



William Francis Galvin

Secretary of the Commonwealth