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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/11/12

COVER LETTER

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TO: New Filing Section
Division of Corporations

12 JUL 11 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: COVIS PHARMACEUTICALS, 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:

SARAH GUPTON NORRIS

Name of Person

COVIS PHARMACEUTICALS, INC.

Firm/Company

1513 WALNUT STREET, SUITE 270

Address

CARY, NC 27511-5971

City/State and Zip code

STATELICENSES@COVISPHARMA.COM

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

For further information concerning this matter, please call:

SARAH G NORRIS

Name of Person

at (919) 535-3049 X10

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

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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

12 JUL 11 AM 10:42

1. COVIS PHARMACEUTICALS, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp.")

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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. 45-3592283

(FEI number, if applicable)

4. OCTOBER 10, 2011

(Date of incorporation)

5. PERPETUAL

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

6. N/A

FUTURE DATE IN THE YEAR 2012

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1513 WALNUT STREET, SUITE 270 CARY, NORTH CAROLINA 27511-5971

(Principal office address)

1513 WALNUT STREET, SUITE 270 CARY, NORTH CAROLINA 27511-5971

(Current mailing address)

8. PHARMACEUTICAL MANUFACTURER

(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: SMITH & ASSOCIATES of Tallahassee, P.A.

Office Address: 2834 REMINGTON GREEN CIRCLE

TALLAHASSEE

(City)

, Florida 32308

(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.

Timothy B. Elliott, Attorney, Smith & Associates
(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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: BRETT CRANDALL

Address: 875 THIRD AVENUE 11TH FLOOR
NEW YORK, NY 10022

Director: MIKE WELLS

Address: 34 CHAMBER STREET SUITE 201
PRINCETON, NJ 08540

B. OFFICERS

President: WILLIAM COLLINS

Address: 1513 WALNUT STREET SUITE 270
CARY, NC 27511

Vice President: _____

Address: _____

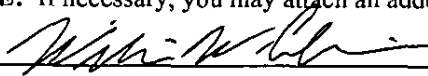
Secretary: FRED HUTCHISON

Address: 5401 TRINITY ROAD SUITE 400 RALEIGH, NC 27607

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

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. WILLIAM COLLINS, PRESIDENT & CEO

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

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SECRETARY OF STATE
PALM BEACH, FLORIDA

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COVIS PHARMACEUTICALS, 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-SEVENTH DAY OF JUNE, A.D. 2012.

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SECRETARY OF STATE
DELAWARE RECORDS



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9675535

DATE: 06-27-12