

F12000003015

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

647-

W12000034038

\$1400.00



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900236545609  
06/22/12--01042--006 \*\*70.00

07/20/12--01001--009 \*\*1400.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JUL 17 PM 4:45

7/19/12

**COVER LETTER**

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

**SUBJECT:** Primus 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:

Kathleen E. Arendt

Name of Person

Primus Pharmaceuticals, inc.

Firm/Company

4725 N. Scottsdale Rd, Ste 200

Address

Scottsdale, AZ 85251

City/State and Zip code

karendt@primusrx.com

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

For further information concerning this matter, please call:

Kathleen Arendt

Name of Person

at ( 480 ) 483-1410

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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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
12 JUL 17 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 25, 2012

KATHLEEN E. ARENDT  
4725 N. SCOTTSDALE ROAD  
SUITE 200  
SCOTTSDALE, AZ 85251

SUBJECT: PRIMUS PHARMACEUTICALS, INC.  
Ref. Number: W12000034038

We have received your document for PRIMUS PHARMACEUTICALS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$1,400.00.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 812A00017361

Call

Certificate from AZ  
We are in good standing.

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DIVISION OF CORPORATIONS  
12 JUL 17 PM 4:46

**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. Primus Pharmaceuticals, 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. Deleware 3. 91-2089369  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June - 2000 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 2006  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4725 N. Scottsdale Rd, Ste 200, Scottsdale AZ 85251  
(Principal office address)

Same  
(Current mailing address)

8. Pharmaceutical Sales  
(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)

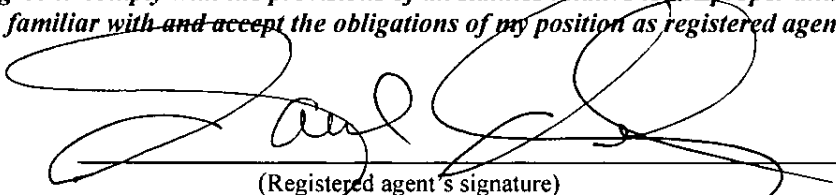
Name: Paul Pinard

Office Address: 209 Chestnut Ridge Street

Winter Springs, Florida 32708  
(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.*

  
(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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DIVISION OF CORPORATIONS  
12 JUL 17 PM 4:46

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

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DIVISION OF CORPORATIONS

**A. DIRECTORS**

Chairman: \_\_\_\_\_ 12 JUL 17 PM 4:46

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

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

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

Director: James D Weir

Address: 4725 N. Scottsdale Rd, Ste 200

Scottsdale AZ 85251

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

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

**B. OFFICERS**

President: James D Weir

Address: 4725 N. Scottsdale Rd, Ste 200

Scottsdale AZ 85251

Vice President: \_\_\_\_\_

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

Secretary: Michael J. Martin - CFO

Address: 4725 N. Scottsdale Rd, Ste 200 Scottsdale AZ 85251

Treasurer: \_\_\_\_\_

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

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

13. Michael J. Martin

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. Michael J Martin

(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 "PRIMUS 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 SIXTH DAY OF JULY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

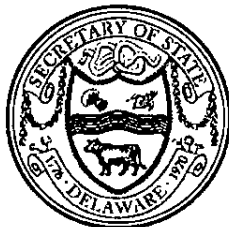
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 JUL 17 PM 4:46

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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: 9693054

DATE: 07-06-12