

F13000002947

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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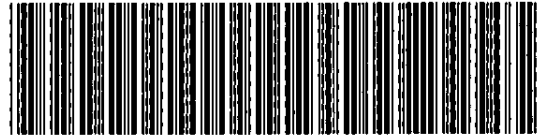
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRB
7/10/13



CORPORATION SERVICE COMPANY

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ACCOUNT NO. : I20000000195

REFERENCE : 717727

4322953
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 87.50

ORDER DATE : July 8, 2013

ORDER TIME : 3:30 PM

ORDER NO. : 717727-005

CUSTOMER NO: 4322953

FOREIGN FILINGS

NAME: ADHAERE PHARMACEUTICAL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

 PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Adhaere 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:

Peter B. Finn

Name of Person

Rubin and Rudman LLP

Firm/Company

50 Rowes Wharf

Address

Boston, MA 02110

City/State and Zip code

pfinn@rubinrudman.com

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

For further information concerning this matter, please call:

Peter B. Finn, Esq. at (617) 330-7046

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

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. Adhaere Pharmaceutical, 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. 27-3026057

(FEI number, if applicable)

4. February 7, 2013

(Date of incorporation)

5. Perpetual

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

6. July 1, 2013

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

7. University of Miami Life Science & Technology Park, 1951 NW 7th Avenue, Miami, FL 33136

(Principal office address)

University of Miami Life Science & Technology Park, 1951 NW 7th Avenue, Miami, FL 33136

(Current mailing address)

8. Any and all lawful business permitted of corporations.

(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: Antonio Barbosa, Ph.D.

Office Address: 15051 Blue Marlin Terrace

Bonita Springs, Florida 34135

(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Vibha Gupta

Address: 1951 NW 7th Avenue, Suite 300, Miami, FL 33136

Director: _____

Address: _____

B. OFFICERS

President: Vibha Gupta

Address: 1951 NW 7th Avenue, Suite 300, Miami, FL 33136

Vice President: _____

Address: _____

Secretary: Peter B. Finn

Address: 50 Rowes Wharf, 3rd floor, Boston, MA 02110

Treasurer: Vibha Gupta

Address: 1951 NW 7th Avenue, Suite 300, Miami, FL 33136

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

13. Peter B. Finn
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. Peter B. Finn, Secretary

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

Delaware

The First State

PAGE 1 FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ADHAERE 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 EIGHTH DAY OF JULY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ADHAERE PHARMACEUTICALS, INC." WAS INCORPORATED ON THE SEVENTH DAY OF FEBRUARY, A.D. 2013.

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

5286268 8300

130854807

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0568063

DATE: 07-08-13