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(Address)

(City/State/Zip/Phone #)

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## COVER LETTER

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

**SUBJECT:** Sunesis 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:

Stephen Yeung

Name of Person

Sunesis Pharmaceuticals, Inc.

Firm/Company

395 Oyster Point Blvd., Suite 400

Address

South San Francisco, CA 94080

City/State and Zip code

syeung@sunesis.com

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

For further information concerning this matter, please call:

Stephen Yeung

Name of Person

at ( 650 ) 266-3741

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. **Sunesis Pharmaceuticals, Inc.**

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

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(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **State of Delaware**

3. **943295878**

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. **02/10/1998**

5. **Perpetual**

(Date of incorporation)

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

6. **March 31, 2014**

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

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

7. **395 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080**

(Principal office address)

**395 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080**

(Current mailing address)

8. **To provide medical and educational services to customers**

(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: **James W. Morgan, II**

Office Address: **8551 Lovas Trail**

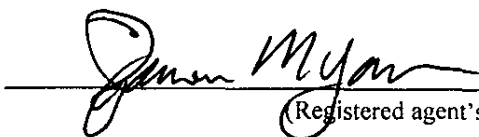
**Trinity**, Florida **34655**

(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.

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

**A. DIRECTORS**

Chairman: James Young

Address: 395 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080

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

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

Director: Daniel N. Swisher, Jr.

Address: 395 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080

Director: Matthew Fust

Address: 95 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080

**B. OFFICERS**

President: Daniel N. Swisher, Jr.

Address: 395 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080

Vice President: Adam Craig

Address: 395 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080

Secretary: Eric Bjerkholt

Address: 395 Oyster Point Blvd., Suite 400, South San Francisco, CA 94080

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

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

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

13. \_\_\_\_\_

*A.R. Craig*  
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. Adam Craig - Exec. Vice President, Development and Chief Medical Officer

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

# Delaware

*The First State*

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SECRETARY OF STATE  
DELAWARE, FLORIDA

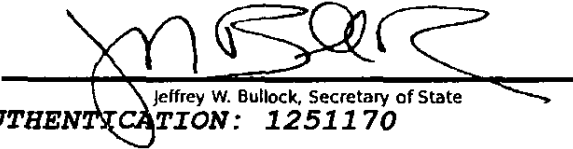
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNESIS PHARMACEUTICALS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 2014.



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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: 1251170

DATE: 03-31-14