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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Cypress 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. See Attachment A

Please return all correspondence concerning this matter to the following:

Tarek S. Shalaby

Name of Person

Cypress Pharmaceuticals, Inc.

Firm/Company

10 Park Place, Suite 210

Address

Morristown, NJ 07960

City/State and Zip code

rshalaby@cypressrx.com

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

For further information concerning this matter, please call:

Leslie Sands

Name of Person

at (**862**) **260-8459**

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:

- | | | | |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certificate of Status & Certified Copy |
|--|---|--|---|



January 19, 2014

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find the completed Application by Foreign Corporation for Authorization to Transact Business in Florida for Cypress Pharmaceuticals, Inc. Kindly process the application along with the following enclosed:

- A check for \$70.00 made payable to: "Florida Department of State."
- Attachment A: Mississippi Certificate of Existence.

Should you need further information, please feel free to contact me.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'Leslie Sands', is written over the printed name.

Leslie Sands
Sr. Director Regulatory Affairs

Enclosures

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. Cypress Pharmaceuticals, Inc.

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

N/A

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

2. Mississippi

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

3. 64-0831860

(FEI number, if applicable)

4. 06/15/1993

(Date of incorporation)

5. perpetual

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

6. N/A

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

7. 10 Park Place, Suite 210, Morristown, NJ 07960

(Principal office address)

10 Park Place, Suite 210, Morristown, NJ 07960

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

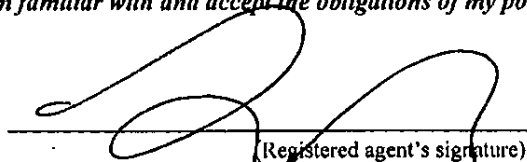
(City)

, Florida 33324

(Zip code)

9. 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)

Sandra Ortega
Assistant Secretary

10. 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.

See Attachment A

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

A. DIRECTORS

Chairman: Douglas Drysdale

Address: 10 Park Place, Suite 210, Morristown, NJ 07960

Vice Chairman: Tracy Clifford

Address: 10 Park Place, Suite 210, Morristown, NJ 07960

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Douglas Drysdale

Address: 10 Park Place, Suite 210, Morristown, NJ 07960

Vice President: Terence Novak

Address: 10 Park Place, Suite 210, Morristown, NJ 07960

Secretary: Tracy Clifford

Address: 10 Park Place, Suite 210, Morristown, NJ 07960

Treasurer: Tracy Clifford

Address: 10 Park Place, Suite 210, Morristown, NJ 07960

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

12. _____

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.

13. _____

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



DELBERT HOSEMANN
Secretary of State

Office of the Secretary of State
Jackson, Mississippi

Certificate of Good Standing

15 FEB -4 PM 2:24
RECEIVED
SECRETARY OF STATE
JACKSON, MISSISSIPPI

I, C. DELBERT HOSEMANN, JR., Secretary of State of the State of Mississippi, and as such, the legal custodian of the records as required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on the 15th day of June, 1993, the State of Mississippi issued a Charter/ Certificate of Authority to

CYPRESS PHARMACEUTICALS, INC.

That the state of incorporation is Mississippi.

That the period of duration is perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

That insofar as the records of this office are concerned, the said CYPRESS PHARMACEUTICALS, INC. is in good standing at this time.

Given under my hand and seal of office
the 14th day of January, 2015

C. Delbert Hosemann, Jr.

C. DELBERT HOSEMANN, JR.
Secretary of State

Certificate Number: CN15004778

Verify this certificate online at <http://corp.sos.ms.gov/corpcnv/verifycertificate.aspx>