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(Address)

(Address)

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MD 6/9



June 3, 2015

VIA FED EX

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find a completed Application by Foreign Corporation for Authorization to Transact Business in Florida for Celldex Therapeutics, LLC. Kindly process the application along with the following enclosed:

- A check for \$70.00 made payable to: Florida Department of State.
- Attachment A: Certificate of Existence.
- Attachment B: Director and Corporate Officer Information.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Randall E. McGonigal", is written over the typed name.

Randall E. McGonigal
Director, Market Access
Celldex Therapeutics, Inc.

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Celldex Therapeutics, 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:

Randall E. McGonigal

Name of Person

Celldex Therapeutics, Inc.

Firm/Company

53 Frontage Road, Suite 220

Address

Hampton, NJ 08827

City/State and Zip code

rmcgonigal@celldex.com

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

For further information concerning this matter, please call:

Randall E. McGonigal at (908) 200-7552

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. Celldex Therapeutics, 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. Delaware

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

3. 13-3191702

(FEI number, if applicable)

4. 12/9/1983

(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. 53 Frontage Road, Suite 220, Hampton, NJ 08827

(Principal office address)

53 Frontage Road, Suite 220, Hampton, NJ 08827

(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.

Walter Chouman

Assistant Secretary

(Registered agent's signature)

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: See Attachment B

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. Anthony S. Marucci

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. Anthony Marucci, President and CEO

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

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STATE OF FLORIDA
DEPARTMENT OF STATE

Attachment B

Director and Corporate Officer Information

Celldex Therapeutics, Inc.
53 Frontage Road, Suite 220
Hampton, NJ 08827

Directors:

Larry Ellberger (Chairman)
Herbert J. Conrad
George Elston
Anthony S. Marucci
Harry H. Penner, Jr., J.D., L.L.M.
Timothy M. Shannon, M.D.
Karen L. Shoos J.D.

Corporate Officers:

Anthony S. Marucci
President & Chief Executive Officer

Tibor Keler, Ph.D.
EVP and Chief Scientific Officer

Ronald A. Pepin, Ph.D.
SVP, Chief Business Officer

Avery W. Catlin
Senior Vice President and Chief Financial Officer

Thomas Davis, M.D.
EVP and Chief Medical Officer

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELLEX THERAPEUTICS, 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 THIRD DAY OF MARCH, A.D. 2015.

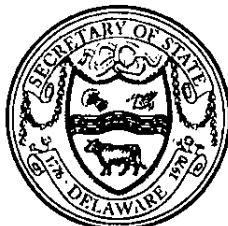
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CELLEX THERAPEUTICS, INC." WAS INCORPORATED ON THE NINTH DAY OF DECEMBER, A.D. 1983.

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

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

2023075 8300

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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2163530

DATE: 03-03-15