

**F15000003008**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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

**FOREIGN PROFIT/NONPROFIT CORPORATION  
APO-PHARMA USA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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JUL 13 2015  
J. HARRIS

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**COVER LETTER**

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

**SUBJECT:** APO-PHARMA USA, 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:

Lisa Montini

\_\_\_\_\_  
Name of Person

APO-PHARMA USA, INC.

\_\_\_\_\_  
Firm/Company

2400 North Commerce Parkway, Suite 300

\_\_\_\_\_  
Address

Weston, Florida, 33326

\_\_\_\_\_  
City/State and Zip code

lmontini@apopharma.com

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

For further information concerning this matter, please call:

Lisa Montini

at ( 416 ) 401-7872

\_\_\_\_\_  
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. APO-PHARMA USA, 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. \_\_\_\_\_

(FEI number, if applicable)

4. 06-09-2010

(Date of incorporation)

5. Perpetual

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

6. \_\_\_\_\_

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

7. 2400 North Commerce Parkway, Suite 300, Weston, Florida, 33326

(Principal office address)

As above.

(Current mailing address)

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

Name: CT 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.*

CT Corporation System

By: \_\_\_\_\_

*Debra Beyer*  
(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.

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

A. DIRECTORS

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

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

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

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

Director: Michael Spino

Address: 200 Barmac Drive, Toronto, Ontario, M9L 2Z7

Director: Jack Kay

Address: 150 Signet Drive, Toronto, Ontario, M9L 1T9

B. OFFICERS

President: Michael Spino

Address: 200 Barmac Drive, Toronto, Ontario, M9L 2Z7

Vice President: Jack Kay

Address: 150 Signet Drive, Toronto, Ontario, M9L 1T9

Secretary: Roberta Loomar

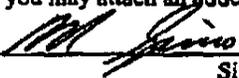
Address: 2400 North Commerce Parkway, Suite 300, Weston, Florida, 33326

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

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

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REGISTRATION DIVISION  
TALLAHASSEE, FLORIDA

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. Michael Spino, President, ApoPharma USA, Inc. \_\_\_\_\_

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

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APO-PHARMA USA, 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 TENTH DAY OF JULY, A.D. 2015.

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

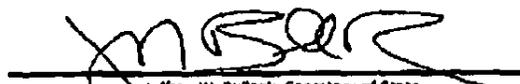
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4834418 8300

151034198

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: 2544308

DATE: 07-10-15