

F23000000779

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300399614763

2023 FEB - 8 11:10:25

RECEIVED
DIRECTOR'S OFFICE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2023 FEB - 8 PM 2:52

S. ROBERTS

JAN - 9 2023

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com
e-mail: accounting@incserv.com

ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau
mmoreau@incserv.com
850.656.7953

REQUEST DATE 02/8/2023

PRIORITY Routine

OUR REF # (Order ID#) Renee

ORDER ENTITY

AVENUE THERAPEUTICS, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

AVENUE THERAPEUTICS, INC.

Please file the attached qualification and provide a certified copy as evidence.

NOTES:

\$78.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Avenue 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:

Megan Sheehan

Name of Person

Fortress Biotech, Inc. (Parent Company)

Firm/Company

95 Sawyer Road, Suite 110

Address

Waltham, MA 02453

City/State and Zip code

legal@fortressbiotech.com

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

For further information concerning this matter, please call:

Megan Sheehan

at () 774-210-0334

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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. Avenue Therapeutics, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 47-4113275
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 9, 2015 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
6. January 1, 2023
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 1111 Kane Concourse, Suite 301, Bay Harbor Islands, FL 33154
(Principal office street address)
- _____
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: Incorporating Services, Ltd.
- Office Address: 1540 Glenway Drive
- Tallahassee, Florida 32301
(City) (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.

Renee T. Kent, 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☒ Chairman Name: Lindsay A. Rosenwald
☐ Vice Chairman Address: c/o Avenue Therapeutics, Inc.
☒ Director 1111 Kane Concourse, Suite 301
☐ President Bay Harbor Islands, FL 33154
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Alexandra MacLean
☐ Vice Chairman Address: c/o Avenue Therapeutics, Inc.
☐ Director 1111 Kane Concourse, Suite 301
☐ President Bay Harbor Islands, FL 33154
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other Officer ☐ Other _____

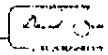
☐ Chairman Name: David Jin
☐ Vice Chairman Address: c/o Avenue Therapeutics, Inc.
☐ Director 1111 Kane Concourse, Suite 301
☐ President Bay Harbor Islands, FL 33154
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other Officer ☐ Other _____

☐ Chairman Name: Jay Kranzler
☐ Vice Chairman Address: c/o Avenue Therapeutics, Inc.
☒ Director 1111 Kane Concourse, Suite 301
☐ President Bay Harbor Islands, FL 33154
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Faith Charles
☐ Vice Chairman Address: c/o Avenue Therapeutics, Inc.
☒ Director 1111 Kane Concourse, Suite 301
☐ President Bay Harbor Islands, FL 33154
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Curtis Oltmans
☐ Vice Chairman Address: c/o Avenue Therapeutics, Inc.
☒ Director 1111 Kane Concourse, Suite 301
☐ President Bay Harbor Islands, FL 33154
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12.  _____
 Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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. David Jin _____
 (Typed or printed name and capacity of person signing application)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AVENUE 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 EIGHTH DAY OF FEBRUARY, A.D. 2023.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AVENUE THERAPEUTICS, INC." WAS INCORPORATED ON THE NINTH DAY OF FEBRUARY, A.D. 2015.

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



5689752 8300

SR# 20230423222

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202667832

Date: 02-08-23