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BLANK, ROWE, COMISKY & MCCAULEY
COUNSELORS AT LAW

1620 POND ROAD, SUITE 200
ALLENTOWN, PA 18104-2255
610-395-1010

1400 N. PROVIDENCE RD., SUITE 301
MEDIA, PA 19063-2051
610-691-7800

210 LAKE DRIVE EAST
CHERRY HILL, NJ 08002-1154
609-779-3600

FOUR PENN CENTER PLAZA
PHILADELPHIA, PENNSYLVANIA 19103-2599
215-569-5500
TWX 710-670-1073-BLANCOM
FAX 215-569-5555

1220 MARKET STREET, 8TH FLOOR
WILMINGTON, DE 19801-2535
302-425-6400

1156 15TH STREET, NW, SUITE 550
WASHINGTON, DC 20005-1704
202-785-4100

1401 FORUM WAY
WEST PALM BEACH, FL 33401-2353
407-688-5100

DIRECT DIAL NUMBER:
(215) 569-5436

May 11, 1995

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001489441
-05/16/95--01142--008
*****70.00 *****70.00

Re: Hemo Biologics International, Inc.

Dear Sir or Madam:

W95-10458

Enclosed for filing are the original and one copy of Application of a Foreign Corporation to do Business in Florida for the above company, along with a check in the amount of \$70.00 for the requisite fee.

Please acknowledge receipt of the enclosures by stamping and returning the enclosed copy of this letter in the envelope provided for that purpose.

Thank you for your attention to this matter. If you have any questions concerning this matter, please do not hesitate to call me.

Very truly yours,

Theresa M. Banson
THERESA M. BANSON
Paralegal

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 26 1995
11:29

tmb/im
encl.
cc: Alan L. Zeiger, Esquire

W95/26



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 17, 1995

**THERESA M. BANSON
BLANK, ROME, COMISKY & MCCAULEY
4 PENN CENTER PLAZA
PHILADELPHIA, PA 19103**

**SUBJECT: HEMO BIOLOGICS INTERNATIONAL, INC.
Ref. Number: W95000010458**

We have received your document for HEMO BIOLOGICS INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

**Lee Rivers
Document Examiner**

Letter Number: 195A00025347

BLANK, ROME, COMISKY & McCAULEY
COUNSELORS AT LAW

1620 POND ROAD, SUITE 200
ALLENTOWN, PA 18104-2255
610-395-1010

1400 N. PROVIDENCE RD., SUITE 301
MEDIA, PA 19063-2051
610-881-7800

210 LAKE DRIVE EAST
CHERRY HILL, NJ 08002-1164
609-779-3800

FOUR PENN CENTER PLAZA
PHILADELPHIA, PENNSYLVANIA 19103-2599

215-569-5500
TWX 710-670-1073-BLARCOM
FAX 215-569-6555

1220 MARKET STREET, 8TH FLOOR
WILMINGTON, DE 19801-2535
302-426-6400

1155 18TH STREET, NW, SUITE 850
WASHINGTON, DC 20005-1704
202-785-4100

1401 FORUM WAY
WEST PALM BEACH, FL 33401-2353
407-688-8100

DIRECT DIAL NUMBER:
(215) 569-5436

FEDERAL EXPRESS

May 25, 1995

Ms. Lee Rivers, Document Examiner
Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Hemo Biologics International, Inc.
Ref #: W95000010458

Dear Ms. Rivers:

Pursuant to your letter of May 17, 1995, enclosed in connection with the recent filing of an Application of a Foreign Corporation to do Business in Florida for the above company, is a good standing certificate from the state of Delaware dated May 24, 1995. Also enclosed is a copy of your letter.

Please acknowledge receipt of the enclosures by stamping and returning the enclosed copy of this letter in the envelope provided for that purpose.

Thank you for your attention to this matter. If you have any questions concerning this matter, please do not hesitate to call me.

Very truly yours,

Theresa M. Banson
THERESA M. BANSON
Paralegal

tmb/im
encl.

**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. Hemo Biologics International, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 5, 1995 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

Commenced doing business in Florida on January 14, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1111 Pepperidge Terrace

Boca Raton, FL 33486

(Current mailing address)

to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and under

8. the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: Bruce C. Rosetto

Office Address: 1111 Pepperidge Terrace

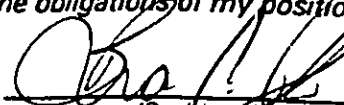
Boca Raton

, Florida , 33486

(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)
Bruce C. Rosetto

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 PM 2:29

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

A. DIRECTORS

Chairman: None

Address: _____

Vice Chairman: None

Address: _____

Director: Bruce C. Rosetto

Address: 1111 Pepperidge Terrace

Boca Raton, FL 33486

Director: _____

Address: _____

B. OFFICERS

President: Bruce C. Rosetto

Address: 1111 Pepperidge Terrace

Boca Raton, FL 33486

Vice President: Mogens Wassermann

Address: 1111 Pepperidge Terrace

Boca Raton, FL 33486

Secretary: Mogens Wassermann

Address: 1111 Pepperidge Terrace

Boca Raton, FL 33486

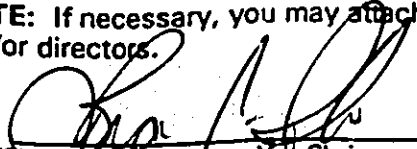
Treasurer: Bruce C. Rosetto

Address: 1111 Pepperidge Terrace

Boca Raton, FL 33486

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

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Bruce C. Rosetto, President

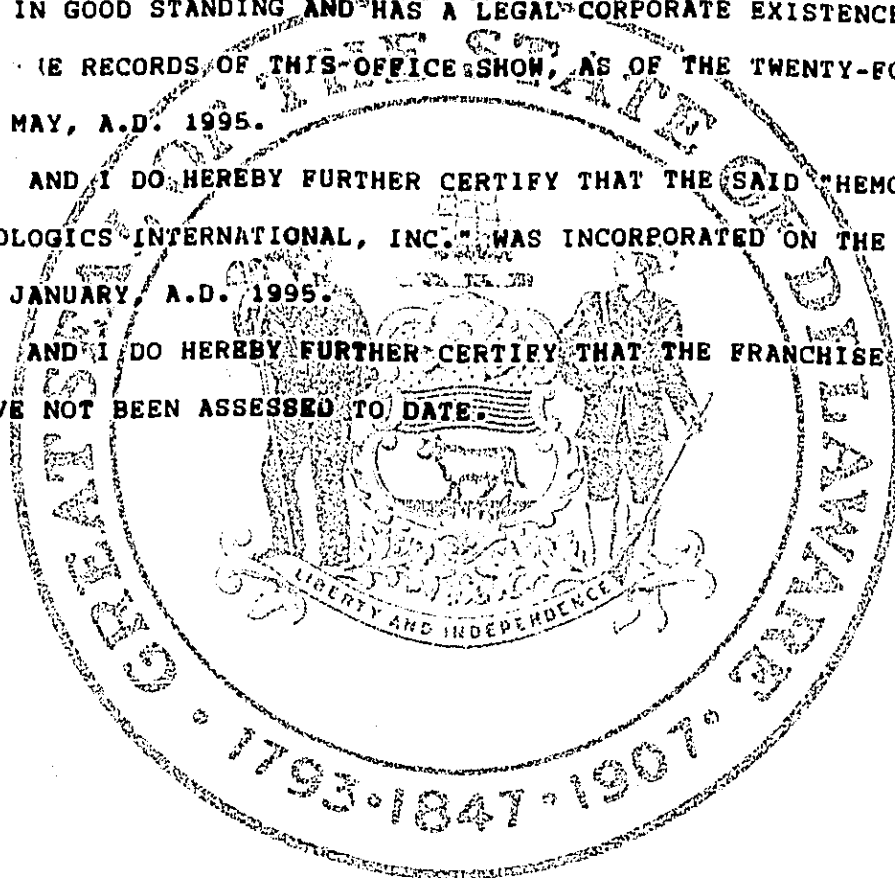
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEMO BIOLOGICS INTERNATIONAL, 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 TWENTY-FOURTH DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEMO BIOLOGICS INTERNATIONAL, INC." WAS INCORPORATED ON THE FIFTH DAY OF JANUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 26 AM 11:29



Edward J. Freel

Edward J. Freel, Secretary of State

2468013 8300

950114681

AUTHENTICATION:

7515416

DATE:

05-24-95