

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9191
904-222-0191 FAX

800-344-8086

F96000003313

ACCOUNT NO. : 072100000032
REFERENCE : 998048 4377969

AUTHORIZATION

COST LIMIT

Patricia P. Port

ORDER DATE : June 24, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 998048

CUSTOMER NO: 4377969

700001879607

CUSTOMER: Ms. Angela Derosa
Circa Pharmaceutical Co., Inc.
33 Ralph Avenue
P.o. Bxo 30
Copiague, NY 11726

FOREIGN FILINGS

NAME: CIRCA PHARMACEUTICALS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

96 JUN 28 PM 2:35
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

7/2/96

**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. Circa Pharmaceuticals, 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. New York
(State or country under the law of which it is incorporated)
3. 11-1966265
(FBI number, if applicable)
4. 1960
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 7/15/96
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Circa Pharmaceuticals, Inc.
PO Box 30, 33 Ralph Avenue.
Coplaque, NY 11726
(Current mailing address)
8. Pharmaceutical Research + Development
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Vicki Schreiber, Asst. V.P.
(Registered agent's signature)

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.

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DIVISION OF CORPORATION
96 JUN 28 PM 2:35

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Director Vice Chairman: Dr. Alec Keith

Address: 5391 Beaumont Drive

State College, PA 16803

Director: Melvin Sharoky, MD

Address: 17 Salt Meadow Lane

Stony Brook, NY 11790

Director: Dr. Allen Chao

Address: 115 So Montgomery Way

Anheim, CA 92708

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Melvin Sharoky, MD

Address: 17 Salt Meadow Lane

Stony Brook, NY 11790

Vice President: Steven J. Martincz

Address: 16 Forsythe Meadow Lane

Stony Brook, NY 11790

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Steven J. Martincz

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

14. Vice President

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

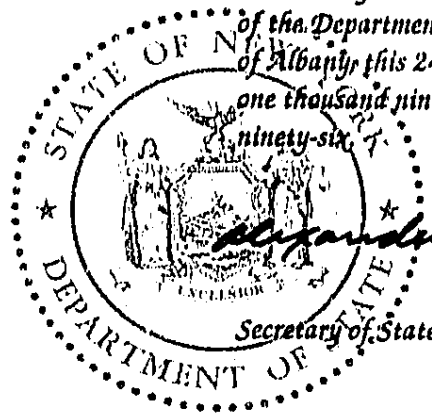
State of New York.
Department of State

ss:

I hereby certify, that the certificate of incorporation of CIRCA PHARMACEUTICALS, INC. was filed on 12/30/1960, under the name of BOLAR PHARMACEUTICAL CO. INC., fixing the duration as perpetual, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment BOLAR PHARMACEUTICAL CO. INC., changing name to CIRCA PHARMACEUTICALS, INC., was filed 03/25/1993.

Witness my hand and the official seal
of the Department of State at the City
of Albany this 24th day of June
one thousand nine hundred and
ninety-six.



Alexander F. Treadwell
Secretary of State

199606250158 38

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 18 PM 2:35

F96000003313

Circa Pharmaceutical Inc.
Requestor's Name

33 Ralph Avenue
Address

Copioque, NY 11726
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

700002153817--1
-04/22/97-81075--001
*****52.50 *****52.50

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED STATES
SECRETARY OF CORPORATIONS
91 APR 24 AM 9:12

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

withdrawal
5/1/97

Examiner's Initials

SP

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

CIRCA PHARMACEUTICALS, INC.
(Name of Corporation)

NEW YORK
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

311 BONNIE CIRCLE
(Mailing Address)

CORONA, CA 91720
(City/State/Zip)

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DIVISION OF CORPORATIONS
97 APR 24 AM 9:12

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Steven J. Martinez Vice President/General Manager
Signature Title

Steven Martinez 4/21/97
Typed or printed name Date