

F98000002642

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: ProCyte Corporation

(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", 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:

John F. Clifford

(Name of Person)

ProCyte Corporation - HUMATECH Division

(Firm/Company)

8511 154th Avenue NE, Building A

(Address)

Redmond, WA 98052

(City/State/Zip)

900002500339--4

-04/24/98--01120--003

\*\*\*\*131.25 \*\*\*\*131.25

W98-9306

Should you need to call someone concerning this matter, please call:

George MacLeod

(Name of Person)

at ( 425 ) 869-1239 ext 357

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
98 MAY 11 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
WL 5/11



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 27, 1998

JOHN F. CLIFFORD  
PROCYTE CORPORATION - HUMATECH DIVISION  
8511 154TH AVENUE NE BUILDING A  
REDMOND, WA 98052

SUBJECT: PROCYTE CORPORATION  
Ref. Number: W98000009306

We have received your document for PROCYTE CORPORATION and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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 (850) 487-6958.

Lee Rivers  
Document Specialist

Letter Number: 698A00022605

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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98 MAY 11 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned John F. Clifford, do hereby certify  
(Name)

that this Resolution of the Board of Directors of ProCyte Corporation

\_\_\_\_\_  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Washington,

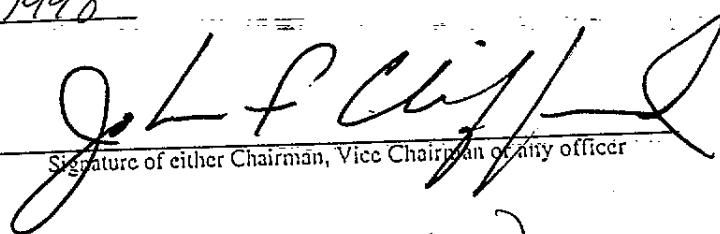
was duly adopted on May 5, 1998.

Be it resolved, that ProCyte Corporation,  
(Corporate Name)

organized and existing in the State of Washington, hereby adopts the name

ProCyte Corporation of Washington for use in Florida.

Dated: May 5, 1998

  
Signature of either Chairman, Vice Chairman or any officer

John F. Clifford

Type or print name

**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. ProCyt Corporation  
(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. Washington, USA 3. 91-1307460  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 9, 1985 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 27, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. P.O. Box 808, 8511-154th Avenue NE, Building A  
Redmond, WA 98073-0808  
(Current mailing address)
8. Manufacturer and Sale of Medical Devices, Drug, and Cosmetics  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Manley Thaler
- Office Address: 1300 N Federal Highway  
Boca Raton, Florida, 33432  
(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)

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.

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: Mr. Thamas Tierney

Address: 149 Colonnade Circle Drive

Naples, FL 33940

Vice Chairman: N/A

Address:

Director: Dr. Jules Blake

Address: 867 Sunset Ridge

Bridge Water, NJ 08807

Director: Mr. John F. Clifford

Address: 8511 154th Avenue NE, Building A

Redmond, WA 98052

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

President: Mr. John F. Clifford

Address: 8511 154th Avenue NE, Building A

Redmond, WA 98052

Vice President: Ms. Robin Carmichael

Address: 8511 154th Avenue NE, Building A

Redmond, WA 98052

Secretary:

Address:

Treasurer: N/A

Address:

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. John F. Clifford, President and CEO

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

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TALLAHASSEE FLORIDA

**Confidential - Not for Distribution**

<b>ProCyte Corporation Additional Officers</b>
Mr. Ken Green Vice President of Sales 8511 154 <sup>th</sup> Avenue NE Building A Redmond, WA 98052

<b>Additional Board of Directors</b>
Mr. Robert Patterson, Director  Graham & James 600 Hansen Way Palo Alto, CA 94304-1043
Mr. William Sullivan, Director  3308 Landor Road Raleigh, NC 27609

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# STATE of WASHINGTON



## SECRETARY of STATE

I, **RALPH MUNRO**, Secretary of State of the State of Washington and custodian of its seal

hereby issue this

### CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

### PROCYTE CORPORATION

**I FURTHER CERTIFY** that the records on file in this office show that the  
above named profit corporation was formed under the laws of the  
State of Washington and was issued a Certificate of Incorporation  
in Washington on October 9, 1985.

**I FURTHER CERTIFY** that as of the date of this certificate, no Articles of Dissolution  
have been filed, and that the corporation is duly authorized to  
transact business in the corporate form in the State of Washington.



Date: April 16, 1998

*Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital*

  
**RALPH MUNRO**

L. Thompson  
Ralph Munro, Secretary of State

**FILED**  
98 MAY 11 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA