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BRASHEAR & ASSOCIATES, P.L.
C o n s e l o r s L a w

26 W. 13th Street
Gainesville, FL 32601
Voice: 352/334-1800
fax: 352/336-0005
brashear@nflaw.com
www.NFLaw.com

BRUCE BRASHEAR
THOMPkins W. WHITE
AMY SINELLI

April 7, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: ERAGEN BIOSCIENCES, INC.

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-04/09/99--01068--011
*****70.00 *****70.00

Gentlemen:

w99-8614

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida for the above-referenced Delaware corporation, together with Certificate of Good Standing for the Corporation. Also enclosed, please find our check in the amount of \$70.00 representing the filing fees.

not
enclosed

Please date-stamp the enclosed copy of the Application and return same to this office. Please call should you require further information.

not
enclosed

Sincerely,

BRASHEAR & ASSOCIATES, P.L.

By: Carrie Fagan
Carrie Fagan, Legal Assistant

FILED
99 MAY -4 AM 10:43
TALLAHASSEE FLORIDA
SECRETARY OF STATE

W 5/4

BRASHEAR & ASSOCIATES, P.L.

Counselors At Law

926 N.W. 13th Street
Gainesville, FL 32601

TRANSMITTAL MEMORANDUM

DATE: 5/3/99

TO: LEE RIVERS, DOCUMENT SPECIALIST

COMPANY: FLORIDA DEPARTMENT OF STATE

FROM: Carrie Fagan, Legal Assistant

RE:

ERAGEN BIOSCIENCES, INC.
Ref. No. W99000008614

Pursuant to your letter of April 12, 1999, enclosed please find a Delaware Certificate of Good Standing concerning the above-referenced corporation, completing Corporation's Application by Foreign Corporation for Authorization to Transact Business in Florida. Please date-stamp the enclosed copy of the Application and return same to this office. Thank you.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 12, 1999

CARRIE FAGAN
BRASHEAR & ASSOCIATES
926 N.W. 13TH STREET
GAINESVILLE, FL 32601

SUBJECT: ERAGEN BIOSCIENCES, INC.
Ref. Number: W99000008614

We have received your document for ERAGEN BIOSCIENCES, 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 note that your letter refers to the certificate of existence and to a photocopy of your application, but neither item was enclosed when we received your envelope.

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: 699A00018308

**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. ERAGEN BIOSCIENCES, INC.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "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
(State or country under the law of which it is incorporated)
3. March 5, 1999
(Date of incorporation)
4. Perpetual
(Duration)
5. Applied for
(Federal Employer Identification number, if applicable)
March 5, 1999
6. (Date first transacted business in Florida. See sections 607.1501, 607.1502 and 817.155, F.S.)
7. 12085 Research Drive, Alachua, FL 32615
(Current mailing address)
8. Biotechnology research and development
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. **Names and address of officers and/or directors:**
 - A. **Directors:**
 - Director: Steven A. Benner
~~Chairman:~~
Address: 1501 N.W. 68th Terrace, Gainesville, FL 32605
 - Director: Robert Breedlove
~~Vice Chairman:~~
Address: 12085 Research Drive, Alachua, FL 32615
 - Director: Gideon Shapiro
Address: 4830 N.W. 43rd St., Gainesville, FL 32606
 - Director: David Rozzell
Address: 12085 Research Drive, Alachua, FL 32615
 - Director: Kenneth Cornell
Address: 10526 SW 35th Place, Gainesville, FL 32608

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TALLAHASSEE, FLORIDA

B. Officers:

President: Robert Breedlove
Address: 12085 Research Drive, Alachua, FL 32615

Vice President: _____
Address: _____

Secretary: Kenneth M. Cornell
Address: 9217 S.W. 43rd Lane Gainesville, FL 32608

Treasurer: _____
Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and street address of Florida registered agent:

Name: Kenneth M. Cornell
Office Address: 12085 Research Drive, Alachua, FL 32615

11. 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: *Kenneth M. Cornell*

12. 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.

13. *Kenneth M. Cornell* Secretary
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Kenneth M. Cornell - Secretary
(Name and capacity of person signing application)

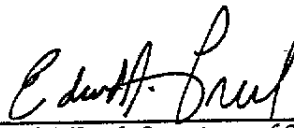
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ERAGEN BIOSCIENCES, 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-SIXTH DAY OF APRIL, A.D. 1999.

FILED
99 MAY -4 AM 10:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA




Edward J. Freel, Secretary of State

AUTHENTICATION:

9706535

DATE:

04-26-99

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