



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 311202 4805411

AUTHORIZATION :

COST LIMIT : ~~\$70.00~~ PPD (TW)

ORDER DATE : July 19, 1999

ORDER TIME : 12:46 PM

ORDER NO. : 311202-005

CUSTOMER NO: 4805411

000002939310--5  
-07/23/99-01001-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER: Sanoj Stephen, Legal Asst  
Reboul Macmurray Hewitt  
45 Rockefeller Plaza  
10th Floor  
New York, NY 10111

FOREIGN FILINGS

NAME: APPLIED GENETICS, INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILED  
99 JUL 22 PM 3:26  
TALLAHASSEE FLORIDA  
STATE

RECEIVED  
99 JUL 22 PM 3:13  
TALLAHASSEE FLORIDA  
STATE

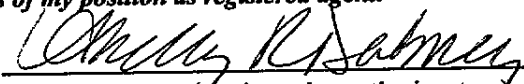
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*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. Applied Genetics, 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. 74-2414671  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2-10-99 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 1524 South I.H. 35 Suite #200, Austin, Texas 78704  
(Principal office address)
- b. 1524 South I.H. 35 Suite #200, Austin, Texas 78704  
(Current mailing address)
8. Laboratory Services  
(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: Corporation information Services, Inc.  
Office Address: 1201 Hays Street  
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.*

  
(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.

**FILED**  
99 JUL 22 PM 3:26  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

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

**A. DIRECTORS**

Chairman: Darryl G. Behrman

Address: 2 Willow Lane

Scarsdale, NY 10583-3412

Vice Chairman: Grant G. Behrman

Address: 13 Rolling Hills Lane

Harrison, New York 10528-1705

~~Director~~ CEO: Charles L. Defesche

Address: 5608 Van Winkle Lane

Austin, Texas 78739

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Ronald J. Jorgenson

Address: 11006 South Bay Lane

Austin, Texas 78739

Vice President: Robert S. Young

Address: 7622 Louis Pasteur Suite #200

San Antonio, Texas 78229

Secretary: Mark P. Visser

Address: 126 East 56th Street

New York, New York 10022

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
90 JUL 22 PM 3:28  
RECEIVED  
STATE  
TALLAHASSEE, FLORIDA

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

13. *Ronald J. Jorgenson*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ronald J. Jorgenson, President  
(Typed or printed name and capacity of person signing application)

State of Delaware  
Office of the Secretary of State

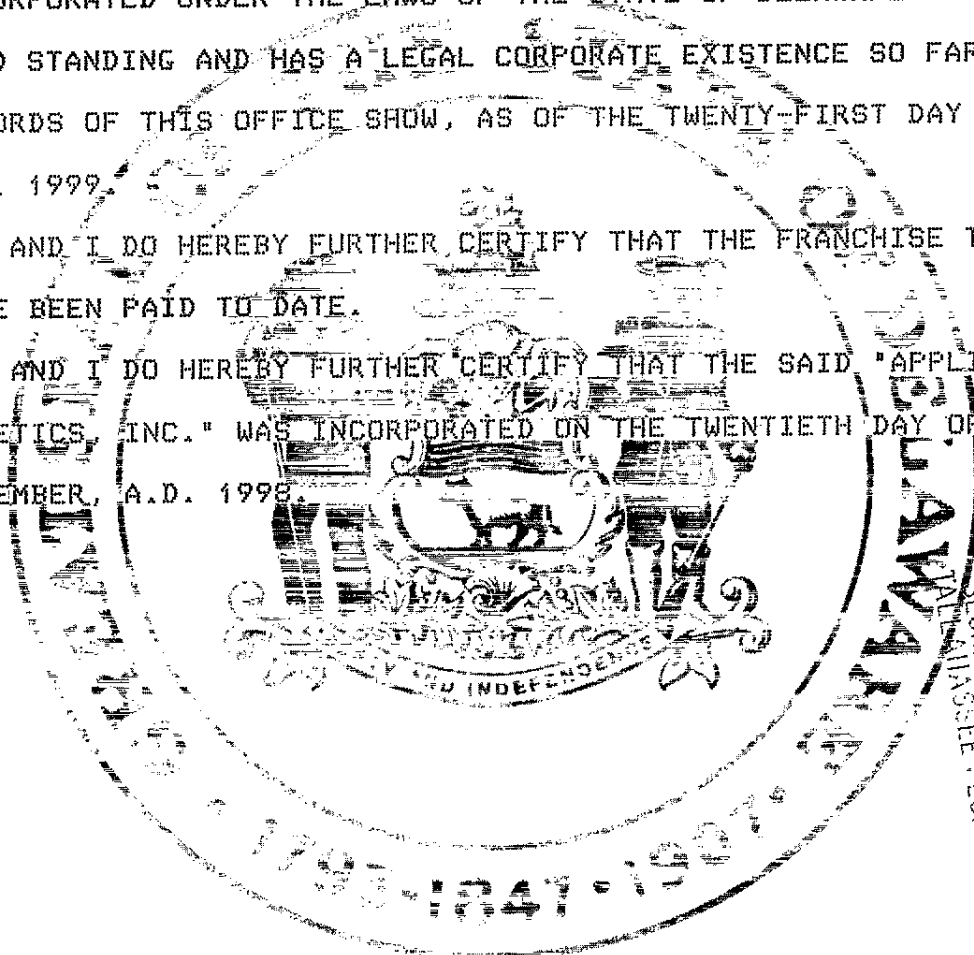
---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APPLIED GENETICS, 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-FIRST DAY OF JULY, A.D. 1999.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "APPLIED GENETICS, INC." WAS INCORPORATED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 1998.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

2965678 8300

DATE: 9876897

991299098

07-21-99