

7711000005284

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(Address)

(City/State/Zip/Phone #)

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A. LUNT

OCT 21 2011

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 OCT 20 PM 3:20

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 19, 2011

GEORGE BOBOTAS
1245 NORTH FLORIDA AVENUE
TARPON SPRINGS, FL 34689

SUBJECT: NEREUS BIOHPARMA LLC
Ref. Number: W11000048349

We have received your document for NEREUS BIOHPARMA LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence or certificate of good standing, which usually consists of a single sheet of paper, that clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence or certificate of good standing from the same office that provided you with the certified copy.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 011A00021642

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nereus BioPharma LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

George Bobotas, Ph.D.
Name of Person

Nereus BioPharma LLC
Firm/Company

1245 North Florida Avenue
Address

Tarpon Springs, FL 34689
City/State and Zip Code

gbobotas@demellebiopharma.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

George Bobotas at (908) 240-8939
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Nereus BioPharma LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. State of Delaware 3. 45-3064107
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 12, 2011 5. _____
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. I have not transacted business in Florida
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1245 North Florida Avenue
Tarpon Springs, FL 34689
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

George Bobotas Ph.D., Nereus BioPharma LLC
1245 North Florida Avenue
Tarpon Springs, FL 34689

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Pharmaceutical Development

George Bobotas Ph.D.
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

George Bobotas
Typed or printed name of signee

FILED
2011 OCT 20 PM 3:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Nerous BioPharma LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

George Bobotas
(Name)

1245 N. Florida Ave
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tarpon Springs, FL 34689
City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 OCT 20 PM 3:28

FILED

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

George Bobotas
(Signature)

\$ 100.00 ✓ Filing Fee for Application
\$ 25.00 ✓ Designation of Registered Agent
\$ 30.00 ✓ Certified Copy (optional)
\$ 5.00 ✓ Certificate of Status (optional)

Delaware

PAGE 1

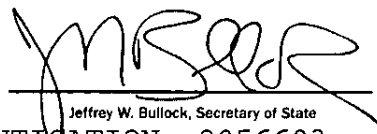
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEREUS BIOPHARMA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2011.



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Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9056603

DATE: 09-27-11