

M12000005954

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

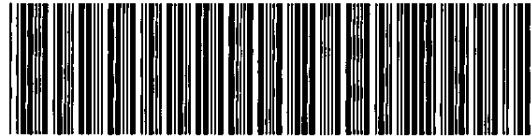
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12 OCT 23 PM 1:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2012 OCT 23 AM 9:32

C. LEWIS

OCT 24 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 390602 4338585

AUTHORIZATION :

COST LIMIT : \$ 125

ORDER DATE : October 23, 2012

ORDER TIME : 1:20 PM

ORDER NO. : 390602-005

CUSTOMER NO: 4338585

FOREIGN FILINGS

NAME: PROSOLUS PHARMACEUTICALS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER: _____

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PROSOLUS PHARMACEUTICAL CORPORATION
1608 WALNUT STREET, 16TH FLOOR
PHILADELPHIA, PA 19103

October 22, 2012

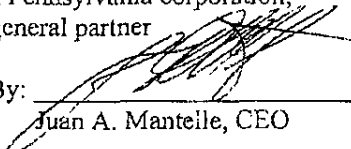
Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam:

This letter shall constitute proof of consent for use of a similar name. The undersigned, ProSolus Pharmaceuticals LP, a Pennsylvania limited partnership hereby consents to the use of the name ProSolus Pharmaceuticals, LLC, a Delaware limited liability company in the filing of their Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida by the limited liability company with the Florida Department of State, Division of Corporations.

ProSolus Pharmaceuticals LP,
a Pennsylvania limited partnership

By: ProSolus Pharmaceutical Corporation,
a Pennsylvania corporation,
general partner

By: 
Juan A. Mantelle, CEO

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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. PROSOLUS PHARMACEUTICALS, 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. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. 10/16/2012

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 6701 NW 7th Street, Suite 165

Miami, FL 33126

(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:

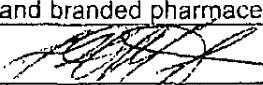
Anthony P. Mack 6701 NW 7th Street, Suite 165 Miami, FL 33126

Juan A. Mantelle 6701 NW 7th Street, Suite 165 Miami, FL 33126

William Charles Dixon 6701 NW 7th Street, Suite 165 Miami, FL 33126

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: Develop, manufacture
and commercialize generic and branded pharmaceutical products


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.)

Juan A. Mantelle

Typed or printed name of signee

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**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:

PROSOLUS PHARMACEUTICALS, 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:

Corporation Service Company

1201 Hays Street

(Name)

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

Tallahassee

FL 32301-2607

City/State/Zip

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.

Harry B. Davis
Asst. Vice President

(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

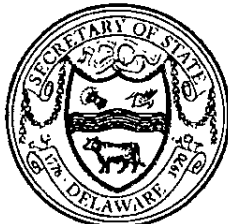
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSOLUS PHARMACEUTICALS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROSOLUS PHARMACEUTICALS, LLC" WAS FORMED ON THE SIXTEENTH DAY OF OCTOBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5228506 8300

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9936541

DATE: 10-23-12