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(Address)

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FEB 03 2014

D. BRUCE

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: Pharmintraco Holding II, 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:

Matthew J. Baumgartner, CPA, JD
Name of Person

Pharmintraco Holding II, LLC
Firm/Company

4190 Millenia Boulevard
Address

Orlando, Florida 32839
City/State and Zip Code

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

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For further information concerning this matter, please call:

Michael McNatt, Esq. at (407) 620-6757
Name of Contact 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 TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Pharmintraco Holding II, 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. The alternate name must include "Limited Liability Company," "L.L.C," or "LLC.")

2. Luxembourg

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

3. ______________________________

(FEI number, if applicable)

4. Date of registration

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 4190 Millenia Boulevard
Orlando, Florida 32839

(Street Address of Principal Office)

6. 4190 Millenia Boulevard
Orlando, Florida 32839

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Matthew J. Baumgartner, CPA, JD

____

____

8. 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)

____
Signature of an authorized person

(In accordance with section 605.0203, 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.)

Matthew J. Baumgarner, CPA, JD

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Pharmintraco Holding II, 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:

Matthew J. Baumgartner, CPA, JD
(Name)

4190 Millenia Boulevard
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Orlando, Florida 32839 FL
City/State/Zip

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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 605, Florida Statutes.

(Signature)

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

Registre de Commerce et des Sociétés
Luxembourg

R C S

EXTRAIT

Pharmintraco Holding II

Numéro d'immatriculation : B 183376
Date d'immatriculation / d'inscription : 15/01/2014

Dénomination(s) ou raison(s) sociale(s) :
Pharmintraco Holding II

Forme juridique : Société à responsabilité limitée

Siège social :
2-4, Rue Eugène Ruppert
L - 2453 Luxembourg

Indication de l'objet social : L'objet de la Société est d'investir, d'acquérir, et de prendre des participations et intérêts, sous quelque forme que ce soit, dans toutes formes de sociétés ou entités, luxembourgeoises ou étrangères et d'acquérir par des participations, des apports, achats, options ou de toute autre manière, tous titres, droits, intérêts, brevets, marques, droits d'auteur et autres droits de propriété intellectuelle, licences ou tout autre titre de propriété que la Société juge opportun, et plus généralement de les détenir, gérer, développer, exploiter, grever, vendre, autoriser ou en disposer, en tout ou partie, aux conditions que la Société juge appropriées. La Société peut également prendre part à toutes transactions y compris financières ou commerciales (y compris l'octroi de licence de propriété intellectuelle), d'accorder à toute société ou entité appartenant au même groupe de sociétés que la Société ou affiliée d'une façon quelconque avec la Société, incluant les sociétés ou entités dans lesquelles la Société a un intérêt financier direct ou indirect ou tout autre forme d'intérêt, tout concours, prêt, avance, ou de consentir au profit de tiers des sûretés ou des garanties afin de garantir les obligations des sociétés précitées, ainsi que d'emprunter ou de lever des fonds de quelque manière que ce soit et de garantir par tous moyens le remboursement de toute somme empruntée. (*)

Capital social / fonds social :

Montant : 25.000 USD

Etat de libération: Entièrement libéré

Date de constitution : 23/12/2013

Durée :
Illimitée

Exercice social :
Par exception, l'exercice social ayant débuté en date du 23/12/2013 se terminera en date du 31/12/2013.
Du: 01/01 au: 31/12

Associé(s) :
Dénomination ou raison sociale : Pharmintraco Holding I
Forme juridique : Société à responsabilité limitée
Siège social de la personne morale :
2-4, rue Eugène Ruppert, L - 2453 Luxembourg
Parts détenues : 25.000

Administrateur(s)/gérant(s) :

Régime de signature statutaire : La Société est liée par la signature de son gérant unique, ou en cas de pluralité de gérants, par la signature conjointe d'au moins un gérant de type A et un gérant de type B.

Nom : Allo Prénom(s) : Marjorie
Fonction : Gérante Unique
Adresse privée ou professionnelle de la personne physique :
2-4, Rue Eugène Ruppert, L - 2453 Luxembourg
Durée du mandat : Indéterminée Date de nomination : 23/12/2013

(*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

Pour extrait conforme ([1])

Luxembourg, le 23/01/2014

Pour le gestionnaire du registre de commerce et des sociétés

Lonien

Philippe LONIEN

[1] En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

Trade and Companies Register
Luxembourg

EXCERPT

Pharmintraco Holding II

Registration number: B 183376
Registration date/recording date: 01/15/2014

Denomination(s) or name(s):
Pharmintraco Holding II

Legal form: private limited liability company (*société à responsabilité limitée*)

Registered Office:
2-4, rue Eugène Ruppert
L-2453 Luxembourg

Indication of the object of the Company : The Company's purpose is to invest, acquire and take participations and interests, in any form whatsoever, in any kind of Luxembourg or foreign companies or entities and to acquire through participations, contributions, purchases, options or in any other way any securities, rights, interests, patents, trademarks, copyrights and other intellectual property rights, licenses or other property as the Company shall deem fit, and generally to hold, manage, develop, exploit, encumber, sell, license or dispose of the same, in whole or in part, for such consideration as the Company may think fit. The Company may also enter into any financial, commercial or other transactions (including the licensing of intellectual property) and grant to any company or entity that forms part of the same group of companies as the Company or is affiliated in any way with the Company, including companies or entities in which the Company has a direct or indirect financial or other kind of interest, any assistance, loan, advance or grant in favor of third parties any security or guarantee to secure the obligations of the same, as well as borrow and raise money in any manner and secure by any means the repayment of any money borrowed.(*)

Share capital / funds:

Amount: USD 25,000

Status: Fully paid-up

Date of incorporation: 12/23/2013

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Duration:
Unlimited

Financial year:
Exceptionally, the financial year that started on 12/23/2013 will end on 12/31/2013.
From 01/01 to 12/31

Shareholder(s):

Denomination or name: Pharmintraco Holding I
Legal form: private limited liability company (*société à responsabilité limitée*)
Registered office of the legal entity:
2-4, rue Eugène Ruppert, L-2453 Luxembourg
Number of shares held: 25,000

Director(s)/manager(s):

Power of signature: The Company shall be bound by the signature of its sole manager, or in case of plurality of managers, by the joint signature of at least one type A manager and one type B manager.

Name: ALLO First name(s): Marjorie
Position: Sole manager
Private or professional address:
2-4, rue Eugène Ruppert, L-2453 Luxembourg
Duration of the mandate: undetermined Date of appointment: 12/23/2013

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(*) Extract of the registration: For further details, please refer to the file.

Certified true excerpt ([1])

Luxembourg, 01/23/2014

For the clerk of the Trade and Companies Register

(signed)

Philippe LONIEN

[1] In application of article 21 paragraph 2 of the law of 19 December 2002 regarding the Trade and Companies Register as well as the accounting and annual accounts of the companies and article 21 of the grand ducal regulation of 23 January 2003 on the execution of the law of 19 December 2002, this excerpt as least reflects the updated situation of the data communicated to the Trade and Companies Register until three days before the issuing date of the excerpt. Should an amendment be notified in the meantime to the Trade and Companies Register, it is possible that it has not yet been taken into account at the issuing if the excerpt.

MARTINE WEITZEL
Sworn translator, District Court of Luxembourg
Tel.: 44 67 30 - Email: martinegw@hotmail.com
Certified true translation
Luxembourg, 24 January 2014