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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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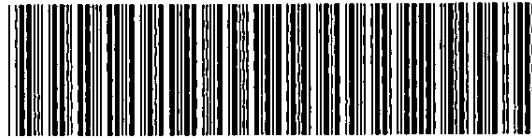
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 SEP -3 PM 3:45
14 SEP -3 AM 10:53

SEP 04 2014
J. HARRIS



September 3, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9264282 SO
Customer Reference 1: 304811-1002
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

ROMARK BIOSCIENCES S.A R.L. LLC (LUX)
Registration
Florida

ROMARK BIOSCIENCES S.A R.L. LLC (LUX)
Certificate of Status-Foreign
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

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

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

1. Romark Biosciences S.a r.l. 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 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

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

5. 3000 Bayport Drive, Suite 201, Tampa, FL 33607
(Street Address of Principal Office)

6. 3000 Bayport Drive, Suite 201, Tampa, FL 33607
(Mailing Address)

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

Manager: Marcus S. Ayers - 3000 Bayport Drive, Suite 200, Tampa, FL 33607

Manager: Manfred Schneider - 5, rue Guillaume Kroll, L-1882 Luxembourg

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)

Randolph J. Wolfe
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.)

Randolph J. Wolfe

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:

Romark Biosciences S.a r.l. 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:

F&L Corp

(Name)

One Independent Drive, Suite 1300

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

Jacksonville

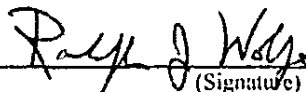
FL 32202

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.

By:



(Signature)

Randolph J. Wolfe, Vice President

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

Me. Francis KESSELER
Docteur en droit
Notaire
b.p. 186
L-4002 Esch-sur-Alzette
tél. 54.15.71/72
fax. 54.33.51

Esch/Alzette, on September 3rd 2014

CERTIFICATE

Romark Biosciences S.à r.l. LLC (formerly Romark Biosciences S.à r.l.)
Private limited liability company
Registered office: Thomas Building, 1A, rue Thomas Edison
L-1445 Strassen
Share capital : USD 22,000
R.C.S Luxembourg: B 188332

I, Francis Kessler
Notary residing in Esch-Sur-Alzette,
duly appointed in the Grand-Duchy of Luxembourg,
hereby attest and certify what follows:

1. **Incorporation:** The Luxembourg company **Romark Biosciences S.à r.l. LLC (formerly Romark Biosciences S.à r.l.)** ("the Company"), with registered office at 12-14, boulevard d'Avranches, L-1160 Luxembourg, Grand-Duchy of Luxembourg, has been duly incorporated pursuant to a deed of Maître Francis Kessler, notary residing in Esch-Sur-Alzette, Grand-Duchy of Luxembourg, enacted on June 30, 2014 which is not yet published in the *Mémorial C, Recueil des Sociétés et Associations*.
2. **Companies Register Inscription:** **Romark Biosciences S.à r.l. LLC (formerly Romark Biosciences S.à r.l.)** is registered with the Luxembourg Trade and Companies Register ("*Registre de Commerce et des Sociétés*") under number B 188332.
3. **Legal status:** In form and contents the Company and its articles of incorporation comply with legal provisions in force in Luxembourg, and has a due legal status. Following the current Luxembourg law provisions and rules, the Company acquired immediately its legal personality on June 30, 2014, date of the notarised incorporation's deed above-mentioned, as a body corporate being a legal entity distinct from its members, even before all registration and publication formalities, in accordance with the contractual concept governing the Luxembourg companies Law.
4. **Share capital:** The Company has currently an issued corporate capital of twenty-two thousand Dollars of United States of America (USD 22,000), represented by twenty-two thousand (22,000) corporate units with a nominal value of one Dollar of United States of America (USD 1) each.
5. **Purpose, Objects:** The Company has the full and entire legal capacity to manage its business and to take all actions of disposal and administration which are in line with its purposes and objects, reading as follows:
« The object of the Company is the acquisition of participations, in Luxembourg or abroad, in any companies or enterprises in any form whatsoever and the

management of such participations. The Company may in particular acquire by subscription, purchase, and exchange or in any other manner any stock, shares and other participation securities, bonds, debentures, certificates of deposit and other debt instruments and more generally any securities and financial instruments issued by any public or private entity whatsoever. It may participate in the creation, development, management and control of any company or enterprise. It may further invest in the acquisition and management of a portfolio of intellectual property rights of any nature or origin whatsoever. It may open branches in Luxembourg and abroad.

The Company may borrow in any form except by way of public offer. It may issue by way of private placement only, notes, bonds and debentures and any kind of debt and/or equity securities. The Company may acquire participations in loans and/or lend funds including the proceeds of any borrowings and/or issues of debt securities to its subsidiaries, affiliated companies or to any other company which form part of the group of companies to which the Company belongs. It may also give guarantees and grant securities interest in favor of third parties to secure its obligations or the obligations of its subsidiaries, affiliated companies or any other company which form part of the group of companies to which the Company belongs. The Company may further pledge, transfer, encumber or otherwise create security over all or over some of its assets.

The Company may employ any techniques and instruments relating to its investments for the purpose of their efficient management, including techniques and instruments designed to protect the Company against credit, currency exchange, interest rate risks and other risks.

The Company may generally carry out any commercial, industrial or financial operation, which it may deem useful in the accomplishment and development of its purposes. ».

6. **Signatures:** In accordance with articles 8.3(i) and 8.3(ii) of the articles of association: "(i) The Company shall be bound towards third parties in all matters by the sole signature of any manager or the joint signature of any Category A Manager and any Category B Manager of the Company in the case that the member(s) has(have) qualified the managers as Category A Managers and Category B Managers or by the joint or single signatures of any persons to whom such signatory power has been validly delegated in accordance with articles 8.1. (ii) and 8.3 (ii) of these Articles. (ii) The Company is also bound towards third parties by the signature of any persons to whom special powers have been delegated by the Board."
7. **Management:** The following persons were appointed as managers of the Company:
- Marcus S. Ayers, born in Georgia (USA), on 10 February 1960, residing at 3000 Bayport Drive, Suite 200, FL-33607 Tampa, United States of America, as category A manager of the Company; and
 - Manfred Schneider, born in Rocourt (Belgium), on 3 April 1971, residing at 5, rue Guillaume Kroll, L-1882 Luxembourg, as category B manager of the Company.
8. The registered office of the Company is fixed at Thomas Building, 1A, rue Thomas Edison, L-1445 Strassen, Grand-Duchy of Luxembourg.

Luxembourg, on September 3rd 2014

Me Francis Kessler

