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COVER LETTER

**TO: Registration Section
Division of Corporations**

Xellia Pharmaceuticals USA LLC

SUBJECT: _____
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:

Regan Vaughn

Name of Person

Peisner Johnson & Company

Firm/Company

192 E. 200 N. Suite 101

Address

St. George, UT 84770

City/State and Zip Code

Xellia@peisnerjohnson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Regan Vaughn

972

220-1392

at (_____) _____

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. Xellia Pharmaceuticals USA 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. Delaware 3. 47-1150410
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/01/2016
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 8841 Wadford Drive
Raleigh, NC 27616
(Street Address of Principal Office)

6. 8841 Wadford Drive
Raleigh, NC 27616
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: REGISTERED AGENTS INC.
Office Address: 3030 N. Rocky Point Drive, STE 150A
TAMPA, Florida 33607
(City) (Zip code)

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.

Bill Havre/Assistant Secretary/Registered Agents Inc
(Registered agent's signature)

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

Carolyn Lockhart, Secretary
8841 Wadford Drive, Raleigh, NC 27616

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Carolyn Lockhart
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

Carolyn Lockhart
Typed or printed name of signee

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XELLIA PHARMACEUTICALS USA 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XELLIA PHARMACEUTICALS USA LLC" WAS FORMED ON THE EIGHTEENTH DAY OF JUNE, A.D. 2014.

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CORPORATION DIVISION
HALLMARK CENTER, FLORIDA




Jeffrey W. Bullock, Secretary of State

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SR# 20166630120

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203338820

Date: 11-15-16