

To: FL Dept. of State
Subject: 000438.107474

From: Katrin Wonsch

Wednesday, July 15, 2009 4:19 PM Page: 1 of 5

Division of Corporations

https://efile.sunbiz.org/scripts/efilepovr.exe

P04000045543

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000163859 3)))



H090001638593ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 JUL 15 AM 11:55
FILED

000438.107474

COR AMND/RESTATE/CORRECT OR O/D RESIGN

THROMBOTARGETS, CORP

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$43.75

RECEIVED
2009 JUL 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

Amended
7/15/09
[Signature]

H09000163859 3

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THROMBOTARGETS CORP.
A Florida Corporation

FILED
09 JUL 15 AM 10:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this corporation is Thrombotargets, Corp. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business address is 2530 Meridian Parkway, Suite 3023, Durham, North Carolina, 27713; and the mailing address is 1200 Brickell Avenue, Suite 1950, Miami, Florida, 33131.

ARTICLE III
TERM

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which this Corporation's existence shall begin is the date on which these Articles of Incorporation are filed with the Department of State of the State of Florida.

ARTICLE IV
PURPOSE

This Corporation is being formed for the following purposes:

- (i) To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- (ii) To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- (iii) To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the Corporation or which at any time appear conducive thereto or expedient.

ARTICLE V
CAPITAL STOCK

The total number of shares of stock this Corporation shall have authority to issue is 100 shares of Common Stock, \$1 par value per share.

H09000163859 3

H09000163859 3

**ARTICLE VI
BOARD OF DIRECTORS**

The names of the directors of this Corporation are as follows:

Miguel Ángel Herranz Rosa

Ignacio Font Marfá

Juan Ramón Rodríguez Fernández-Alba

Lina Badimón Maestro

Santiago Cruyllas de Peratallada Ventosa

Francisco Marro Burrell

Ramón Béjar Gonzalez

**ARTICLE VII
INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses to any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 515 East Park Avenue, Tallahassee, Florida, 32301, and the name of the initial registered agent of this Corporation at that address is National Corporate Research Ltd., Inc.

H09000163859 3

To: FL Dept. of State
Subject: 000438.107474

From: Katie Wonsch

Wednesday, July 15, 2009 4:19 PM Page: 4 of 5

H09000163859 3

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated
Articles of Incorporation on this 01st day of July, 2009.

By: 

Miguel Angel Herranz Ross, President

H09000163859-3

H09000163859 3

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

WITNESSETH

That Thrombotargets Corp., desiring to organize under the laws of the State of Florida, has named National Corporate Research, Ltd. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida Statutes.

July 15, 2009

National Corporate Research, Ltd.

By: Kelly A. Hemphill

Name:

Title:

Kelly A. Hemphill
ASSISTANT SECRETARY

H09000163859 3