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2007 MAY 29 P 4: 02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE MAY 29 2007

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Aethos Pharmaceuticals, Inc.**

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM: John M. Cronan Jr., Ph.D.**

Name (Printed or typed)

**508 North Larry Circle**

Address

**Brandon, FL 33511**

City, State & Zip

**813-514-9397**

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 18, 2007

JOHN M. CRONAN JR., PH.D.  
508 NORTH LARRY CIRCLE  
BRANDON, FL 33511

SUBJECT: AETHOS PHARMACEUTICALS, INC.  
Ref. Number: W07000024031

We have received your document for AETHOS PHARMACEUTICALS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 407A00034930



**Aethos Pharmaceuticals, Inc.**

**ARTICLES OF INCORPORATION**

**FILED**

2007 MAY 29 P 4: 02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Aethos Pharmaceuticals, Inc. (the "Corporation") are as follows:

**ARTICLE I. Name**

The name of the Corporation is Aethos Pharmaceuticals, Inc.

**ARTICLE II. Duration**

The duration of the Corporation is perpetual.

**ARTICLE III. Registered Agent/Office**

The name and address of the incorporator is:

John M. Cronan, Jr., Ph.D.  
Aethos Pharmaceuticals, Inc.  
6101 John Road, Suite 8,  
Tampa, Florida, 33634

The name and address of the initial registered agent is:

John M. Cronan, Jr., Ph.D.  
Aethos Pharmaceuticals, Inc.  
6101 John Road, Suite 8,  
Tampa, Florida, 33634

The principal office of the corporation is:

Aethos Pharmaceuticals, Inc.  
6101 John Road, Suite 8,  
Tampa, Florida, 33634

**ARTICLE IV. Purpose**

This Corporation is organized and formed to research and develop novel chemical entities, provide support to companies, institutions and the

government in support of projects requiring such service and to engage in any lawful act or activity for which a corporation may be organized under the Florida General Business Corporation Act.

#### **ARTICLE V. Stock**

(A) The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 1,000,000 (One Million) shares, \$1.00 par value.

#### **ARTICLE VI. Directors**

(A) The number of directors to constitute the board of directors shall be as set forth in the By-laws of the Corporation.

(B) The board of directors may appeal or amend the bylaws of the Corporation and may adopt new or additional bylaws.

(C) Any vacancy of the board of directors may be filled by the affirmative vote of majority of the remaining directors; provided, however, that the director or directors elected by the holders of Preferred Stock shall be filled only by an act of the holders of Preferred Stock. A director so elected shall serve until the director's successor has been elected and qualified.

#### **ARTICLE VII. Indemnification**

The Corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the Corporation, or serves at the request of the Corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Florida General Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee, or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The Corporation, its officers, directors, employees, or agents shall be fully protected in taking any action or making any payment under this ARTICLE VII or in refusing to do so upon the advice of independent counsel.

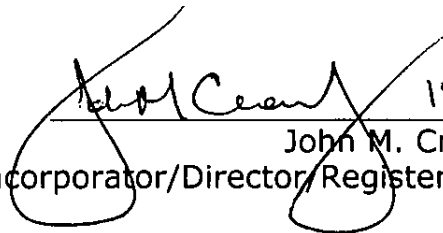
### **ARTICLE VIII. No Personal Liability**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to:

- (i) Any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (ii) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) Any distribution, which is unlawful;
- (iv) Any transaction from which the director derived an improper personal benefit; or
- (v) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

The above Articles of Incorporation were adopted and approved by all the directors and the shareholders of the Corporation with the number of votes cast for adoption and approval by the shareholders being sufficient for approval of such Amended and Restated Articles of Incorporation on May 15, 2007.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation on behalf of the Corporation this 15<sup>th</sup> day of May, 2007.

  
John M. Cronan, Jr.  
Incorporator/Director/Registered Agent

**FILED**  
2007 MAY 29 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA