

PU90000 77686

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

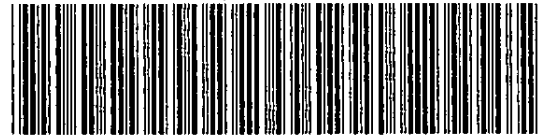
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
JUN 28 PM 2:07

CURADOMP

B. KOHR

JUL - 7 2010

EXAMINER

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Brickell Biotech, Inc.

rbulman@beyondrnd.com

Signature \_\_\_\_\_

Requested by: SETH

Name \_\_\_\_\_

06/28/10

Date

11:00

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

Merger File \_\_\_\_\_

☒ Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JUN 28 PM 2:07

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JUN 28 PM 2:07

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

Brickell Biotech, Inc.  
Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

Brickell Biotech, Inc.  
Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a \_\_\_\_\_ corporation  
(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware  
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: June 23, 2010

8. This conversion shall be effective in Florida on: June 23, 2010.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

1612 SE 5th Ave, Ste. 1

Fort Lauderdale, FL 33301

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address:

Mailing Address:

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss. 607-1301-607.1333, F.S.

Signed this 25th day of June, 20 10.

Signature: Andrew Sklawer

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Andrew Sklawer Title: Vice President

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)

## **BRICKELL BIOTECH, INC.**

### Unanimous Written Consent of the Board of Directors in Lieu of Meeting of the Board of Directors

June 4, 2010

The undersigned, being all of the members of the Board of Directors (the "Board") of Brickell Biotech, Inc., a Florida corporation (the "Corporation"), in accordance with the authority contained in the Florida Business Corporation Act do hereby consent to the adoption of the following recitals and resolutions and the actions contemplated thereby, which resolutions shall be deemed to have the full force and effect as resolutions adopted by a duly called meeting at which a quorum was present and acting throughout.

**WHEREAS**, the Board has determined that it is advisable and in the best interest of the Corporation to convert its charter to the State of Delaware and to register to transact business in the State of Florida;

#### **NOW, THEREFORE, IT IS HEREBY:**

**RESOLVED**, that the directors hereby ratify and confirm the conversion of the Corporation's charter to the State of Delaware and the registration to transact business in the State of Florida;

**RESOLVED**, that the directors hereby authorize, empower and direct the officers of the Corporation to take such actions as may be necessary to effectuate the intentions of the directors of the Corporation, including, but not limited to securing approval of the shareholders of the Corporation and executing any and all applications, agreements, documents instruments and certificates related thereto and to do all acts and things deemed necessary or appropriate to achieve the objectives of the Corporation as set forth herein.

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written Consent as of the date first set forth above.

#### **DIRECTORS:**

By: \_\_\_\_\_

Reginald L. Hardy

## **BRICKELL BIOTECH, INC.**

### Unanimous Written Consent of the Board of Directors in Lieu of Meeting of the Board of Directors

June 18, 2010

The undersigned, being all of the members of the Board of Directors (the "Board") of Brickell Biotech, Inc., a Florida corporation (the "Corporation"), in accordance with the authority contained in the Florida Business Corporation Act do hereby consent to the adoption of the following recitals and resolutions and the actions contemplated thereby, which resolutions shall be deemed to have the full force and effect as resolutions adopted by a duly called meeting at which a quorum was present and acting throughout.

**WHEREAS**, the Board has determined that it is advisable and in the best interest of the Corporation to file a Certificate of Conversion and a Certificate of Incorporation in the State of Delaware;

**WHEREAS**, in connection with the conversion of the Corporation's charter from the State of Florida to the State of Delaware, the Board has determined that it is advisable and in the best interest of the Corporation to reduce the number of authorized shares of capital stock of the Corporation from 100,000,000 shares to 11,162,500 shares, with such stock to be comprised of 10,000,000 common shares and 1,162,500 preferred shares;

**WHEREAS**, in connection with the conversion of the Corporation's charter from the State of Florida to the State of Delaware, the Corporation shall be required to amend and modify the Corporation's Articles of Incorporation (the "Articles of Incorporation");

**WHEREAS**, in connection with the conversion of the Corporation's charter from the State of Florida to the State of Delaware, the Corporation shall be required to amend and modify the Corporation's Bylaws dated November 1, 2009 (the "Bylaws");

**WHEREAS**, in connection with the conversion of the Corporation's charter from the State of Florida to the State of Delaware, the Corporation shall be required to amend and modify the Corporation's stock certificates (the "Stock Certificates");

#### **NOW, THEREFORE, IT IS HEREBY:**

**RESOLVED**, that the directors hereby authorize and direct the filing of a Certificate of Conversion and a Certificate of Incorporation in the State of Delaware with adjustments in the amount of authorized shares of capital stock of the Corporation in substantially the form attached hereto as **Exhibit A**;

**RESOLVED**, that the Articles of Incorporation of the Corporation be amended and restated in its entirety so as to read in substantially the form attached hereto as **Exhibit B**;

**RESOLVED**, that the Bylaws of the Corporation be amended and restated in its entirety so as to read in substantially the form attached hereto as **Exhibit C** (the "Amended and Restated Bylaws");

**RESOLVED**, that the Corporation's Stock Certificates be modified so as to reflect the adjustments in the amount of authorized shares of capital stock of the Corporation and the conversion of the Corporation's charter to the State of Delaware ;

**RESOLVED**, that any person or persons hereinafter agreed upon or designated by the Authorized Officers, or any of them, to act for the Corporation are hereby authorized and directed to take any action or execute any documents that the Authorized Officers, or any of them, are authorized to do or execute;

**RESOLVED**, that any such Authorized Officers be and are hereby authorized and directed, on behalf of the Corporation to do such other things and to execute such other documents as may be necessary and proper to effect the foregoing;

**RESOLVED**, that all acts and deeds of any Authorized Officers or of any person or persons hereafter agreed upon or designated by the Authorized Officers or any of them performed previously in entering into, executing, performing, carrying out, or otherwise pertaining to the arrangements and intentions authorized by these resolutions are hereby ratified, approved and confirmed in all respects.

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written Consent as of the date first set forth above.

**Directors:**

By: 

Reginald L. Hardy