

To: FL Dept of State  
Subject: 000466.117973

From: Kim Weidenbach

Wednesday, January 20, 2010 11:09 AM Page 1 of 5

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
TELOZYME HOLDINGS, INC.**

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**ARTICLES OF INCORPORATION  
OF  
TELOZYME HOLDINGS, INC.**

**ARTICLE I - NAME**

The name of this corporation is TELOZYME HOLDINGS, INC. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at the following address:

498 Newtown Road  
Littleton, MA 01460

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the Corporation's registered office in the State of Florida is 515 East Park Avenue, Tallahassee, FL 32301, and the name of its registered agent at such office is CorpDirect Agents, Inc.

**ARTICLE V - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE VI - CAPITAL STOCK**

The Corporation is authorized to issue 1,000,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares."

**ARTICLE VII - BYLAW AMENDMENT**

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

H10000012982 3

**ARTICLE VIII - KEEPING OF BOOKS**

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

**ARTICLE IX - DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**ARTICLE X - INCORPORATOR**

The name and address of the sole incorporator is Donald Brian Hebb, 498 Newtown Road, Littleton, MA 01460.

**ARTICLE XI - INDEMNIFICATION**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

**ARTICLE XII - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

To: FL Dept of State  
Subject: 000486.117973

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Wednesday, January 20, 2010 11:28 AM Page: 4 of 5

H10000012982 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 14<sup>th</sup> day of January, 2010.

  
Brian Hebb, Incorporator

H10000012982 3

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 20 day of January, 2010.

CorpDirect Agents, Inc.,

By: Michele Holden

Michele Holden, Assistant Secretary

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