

Filing and License Fee: \$310.00 minimum

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

2008 NOV 17 PM 12:15

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is BIOTEST PHARMACEUTICALS CORPORATION
2. It is incorporated under the laws of DELAWARE
3. The name, if different, which it elects to use in Rhode Island is:

- (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is September 10, 2007 and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2711 CENTERVILLE ROAD, STE #400, WILMINGTON, DE 19808

- 6. The address of its proposed registered office in Rhode Island is 222 JEFFERSON BLVD, STE# 200 (Street Address, not P.O. Box)
WARWICK, RI and the name of its proposed registered agent in Rhode Island at that address is CORPORATION SERVICE COMPANY (Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: SALE OF BIOPHARMACEUTICALS TO EXEMPT ORGANIZATIONS.

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Row 1: Director, PLEASE SEE ATTACHMENT, [blank]

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By 0173264 KMC

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>PLEASE SEE ATTACHMENT</u>	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

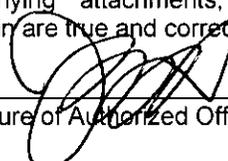
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1,000</u>	<u>COMMON</u>	_____	<u>\$0.01</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 201,357,489.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 110,216,121.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: Nov. 10, 2008

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
**JORDAN SIEGEL**  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

BIOTEST PHARMACEUTICALS OFFICER INFORMATION  
AS OF DECEMBER 6, 2007

Suffix	Name	Title	Work Address/Phone
Dr.	Rainer Pabst	CEO, Biotest Pharmaceuticals	5800 Park of Commerce Blvd. NW Boca Raton, FL 33487
Dr.	Michael Ramroth	President, Biotest Pharmaceuticals	Biotest AG Landsteiner Str. 5 63303 Dreieich, Germany
Mr.	Jordan Siegel	Sr. VP Finance, CFO, Treasurer, Biotest Pharmaceuticals	5800 Park of Commerce Blvd. NW Boca Raton, FL 33487
Mrs.	Donna Quinn	Secretary, Biotest Pharmaceuticals	5800 Park of Commerce Blvd. NW Boca Raton, FL 33487
Mr.	Alexander Schenk	Assistant Secretary, Biotest Pharmaceuticals	Biotest Diagnostics Corporation 66 Ford Road Denville, NJ 07834-1300
Mr.	Martin Moeller	Assistant Secretary, Biotest Pharmaceuticals	Biotest AG Landsteiner Str. 5 63303 Dreieich, Germany

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIOTEST PHARMACEUTICALS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BIOTEST PHARMACEUTICALS CORPORATION" WAS INCORPORATED ON THE TENTH DAY OF SEPTEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6925853

DATE: 10-22-08



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

