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Florida Department of State  
Division of Corporations  
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STATE OF FLORIDA  
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Ganeden Biotech, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$2,370.00

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Ganeden Biotech, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 12, 1997 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2003  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 5915 Landerbrook Drive, Suite 304, Mayfield Heights, Ohio 44124  
(Principal office address)

5915 Landerbrook Drive, Suite 304, Mayfield Heights, Ohio 44124  
(Current mailing address)

8. Commercialization of over-the-counter dietary supplements based on proprietary bacteria technology  
(Purpose(s) of incorporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System

By: Charlotte Renee Coy  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Director

~~XXXXXXXX~~ Andrew R. Lefkowitz

Address: 5915 Landerbrook Drive, Suite 304

Mayfield Heights, Ohio 44124

Vice Chairman: None

Address:

Director: Sean Farmer

Address: 777 Arthur Godfrey Road

Miami Beach, Florida 33140

Director: Edward Metzman

Address: 582 Monterey Avenue

Pelham Manor, New York 10803

**B. OFFICERS**

President: Andrew R. Lefkowitz

Address: 5915 Landerbrook Drive, Suite 304

Mayfield Heights, Ohio 44124

Chief Operating Officer

~~XXXXXXXX~~ Victor A. Peroni

Address: 5915 Landerbrook Drive, Suite 304

Mayfield Heights, Ohio 44124

Secretary: John Huff

Address: 5915 Landerbrook Drive, Suite 304, Mayfield Heights, Ohio 44124

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Victor A. Peroni - Chief Operating Officer

(Typed or printed name and capacity of person signing application)

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# Delaware

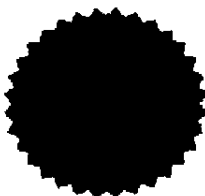
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GANEDEN BIOTECH, INC." 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 SIXTH DAY OF SEPTEMBER, A.D. 2005.

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

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2727856 8300

AUTHENTICATION: 4135893

050728478

DATE: 09-06-05