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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
DARA BIO BIOSCIENCES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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7/30/12

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Dara BioSciences, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

David Tousley

Name of Person

DARA BioSciences, Inc.

Firm/Company

14610 Pawnee Street

Address

Leawood, KS 66224

City/State and Zip code

dtousley@darabio.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Tousley

at (816) 914-7027

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. Dara BioSciences, Inc.

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

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

2. Delaware

(State or country under the law of which it is incorporated)

3. 04-3216862

(FEI number, if applicable)

4. 12/30/1993

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing

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

7. 8601 Six Forks Road Suite 160 Raleigh, NC 27615

(Principal office address)

8601 Six Forks Road Suite 160 Raleigh, NC 27615

(Current mailing address)

8. Pharmaceutical Distribution

(Purpose(s) of corporation 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: Becky Peirce

Becky Peirce
Assistant Vice President

(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.

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

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A. DIRECTORS

Chairman: Steve GorlinAddress: 8601 Six Forks Road, Suite 160
Raleigh, NC 27615Vice Chairman: David J. Drutz, MDAddress: 8601 Six Forks Road, Suite 160
Raleigh, NC 27615Director: Christopher G. ClementAddress: 8601 Six Forks Road, Suite 160
Raleigh, NC 27615Director: Haywood D. Cochran, Jr.Address: 8601 Six Forks Road, Suite 160
Raleigh, NC 27615

B. OFFICERS

CEO
President: David J. Drutz, MDAddress: 8601 Six Forks Road, Suite 160
Raleigh, NC 27615President
Vice President: Christopher G. ClementAddress: 8601 Six Forks Road, Suite 160
Raleigh, NC 27615Secretary: Ann A. RoserAddress: 8601 Six Forks Road, Suite 160 Raleigh, NC 27615Treasurer: David L. TousleyAddress: 8601 Six Forks Road, Suite 160 Raleigh, NC 27615

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

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. David J. Drutz, MD, CEO
(Typed or printed name and capacity of person signing application)

Directors:

Stephen O. Jaeger

8601 Six Forks Road, Suite 160 Raleigh, NC 27615

Gail F. Lieberman

8601 Six Forks Road, Suite 160 Raleigh, NC 27615

John C. Thomas, Jr.

8601 Six Forks Road, Suite 160 Raleigh, NC 27615

Officers:

VP Sales, Marketing and Business Development – David Ben Harris

8601 Six Forks Road, Suite 160 Raleigh, NC 27615

VP Technical Operations – Michael Radonsky, Ph D

8601 Six Forks Road, Suite 160 Raleigh, NC 27615

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DARA BIOSCIENCES, 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 TWENTY-SEVENTH DAY OF JULY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DARA BIOSCIENCES, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF DECEMBER, A.D. 1993.

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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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9740926

DATE: 07-27-12