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**The Commonwealth of Massachusetts**

**William Francis Galvin**

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

**Foreign Corporation**

FORM MUST BE TYPED

**Certificate of Registration**

(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)

(1) Exact name of the corporation, including any words or abbreviations indicating incorporation:

KAPA Biosystems, Inc.

(2) Name under which the corporation will transact business in the commonwealth that satisfies the requirements of G.L. Chapter 156D, Section 15.06:

*If applicable, please attach:*

- an agreement to refrain from use of the unavailable name in the commonwealth; and
- a copy of the doing business certificate filed in the city or town where it maintains its registered office; and
- a copy of the resolution of the corporation's board of directors, certified by its secretary, the name under which the corporation will transact business in the commonwealth pursuant to 950 CMR 113.50(4).

(3) Jurisdiction of incorporation: Delaware

Date of incorporation: 2/17/2006 Duration if not perpetual: \_\_\_\_\_  
(month, day, year)

(4) Street address of principal office: 600 W. Cumming Park, Suite 5350, Woburn, MA 01801  
(number, street, city or town, state, zip code)

(5) Street address of registered office in the commonwealth: 303 Congress Street, Boston, MA 02210  
(number, street, city or town, state, zip code)

Name of registered agent in the commonwealth at the above address: National Registered Agents, Inc.

I, National Registered Agents, Inc.

registered agent of the above corporation consent to my appointment as registered agent pursuant to G. L. Chapter 156D, Section 5.02.\*

\* Or attach registered agent's consent hereto.

P.C.

(6) Fiscal year end: May 31

*(month, day)*

(7) Brief description of the corporation's activities to be conducted in the commonwealth:

Development of molecular engineering technologies

(8) Names and business addresses of its current officers and directors:

NAME	BUSINESS ADDRESS
President: Ronald McEwan,	600 W. Cumming Park, Suite 5350, Woburn, MA 01801
Vice-president:	
Treasurer: Chris McGuinness,	600 W. Cumming Park, Suite 5350, Woburn, MA 01801
Secretary: Chris McGuinness,	600 W. Cumming Park, Suite 5350, Woburn, MA 01801
Assistant secretary: Brian P. Lenihan, c/o Choate,	Two International Place, Boston, MA 02110
Director(s): See attached list of directors	

Attach certificate of legal existence or a certificate of good standing issued by an officer or agency properly authorized in the jurisdiction of organization. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: \_\_\_\_\_

**KAPA BIOSYSTEMS, INC.**

LIST OF DIRECTORS

John Foscett, c/o KAPA Biosystems, 600 W. Cumming Park, Suite 5350, Woburn, MA 01801

Fadl Hendricks, c/o KAPA Biosystems, 600 W. Cumming Park, Suite 5350, Woburn, MA  
01801

Paul McEwan, c/o KAPA Biosystems, 600 W. Cumming Park, Suite 5350, Woburn, MA 01801

Ronald McEwan, c/o KAPA Biosystems, 600 W. Cumming Park, Suite 5350, Woburn, MA  
01801

Chris McGuinness, c/o KAPA Biosystems, 600 W. Cumming Park, Suite 5350, Woburn, MA  
01801

Giovanni Tiano, c/o KAPA Biosystems, 600 W. Cumming Park, Suite 5350, Woburn, MA  
01801

Signed by: \_\_\_\_\_



*(signature of authorized individual)*

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 18<sup>th</sup> day of April, 2007

# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KAPA BIOSYSTEMS, 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-FOURTH DAY OF APRIL, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KAPA BIOSYSTEMS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF FEBRUARY, A.D. 2006.

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: 5620653

DATE: 04-24-07

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COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Foreign Corporation
Certificate of Registration
(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)

I hereby certify that upon examination of this foreign corporation certificate, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said certificate; and the filing fee in the amount of \$ 400 having been paid, said certificate is deemed to have been filed with me this 25th day of April, 2007, at 0:42 a.m./p.m. time

Effective date: (must be within 90 days of date submitted)

1016915

William Francis Galvin (Signature)

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: \$400

Examiner (Signature)
Name approval (Signature)

TO BE FILLED IN BY CORPORATION
Contact Information:

C
M

Sallie E. Brainard, Paralegal
c/o Choate, Hall & Stewart LLP, 2 International Place
Boston, MA 02110
Telephone: 617-248-5282
Email: sbrainard@choate.com

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