

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Mike Coffman, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Cinpathogen, Inc.
is an entity formed or registered under the law of

Delaware

has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20071004317

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 03/19/2007 that have been posted, and by documents delivered to this office electronically through 03/22/2007 @ 09:59:20

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 03/22/2007 @ 09:59:20 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6737575



Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."

Document processing fee
 If document is filed on paper \$125.00
 If document is filed electronically Currently Not Available

Fees & forms/cover sheets
 are subject to change.
 To file electronically, access instructions
 for this form/cover sheet and other
 information or print copies of filed
 documents, visit www.sos.state.co.us
 and select Business Center.

20071004317 C
 \$ 125.00
 SECRETARY OF STATE
 01-03-2007 15:49:16

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Foreign Entity Authority

filed pursuant to §7-90-301, et seq. and §7-90-803 of the Colorado Revised Statutes (C.R.S.)

ID number (if applicable): _____

1. True name:

Cinpathogen, Inc.

2. Assumed entity name
 (if different from True name)

3. Use of Restricted Words (if any of these
 terms are contained in an entity name, true
 name of an entity, trade name or trademark
 stated in this document, mark the applicable
 box):

- ☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

4. Principal office street address:

4800 Baseline Road

(Street name and number)

E-104 PFB253

Boulder

(City)

CO

(State)

80303

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

4. Principal office mailing address:
 (if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

5. Registered agent: (if an individual):

Irons

Richard

(Last)

(First)

(Middle)

(Suffix)

OR (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

AUTHORITY

Page 1 of 3

Rev. 6/15/2005

Received 01-03-2007 03:13pm From-

To-Colorado Secretary of State Page 003

SHELL-MCCLURG-067189

7. Registered agent street address:

4800 Baseline Road

(Street name and number)

E-104 PFB253

Boulder

(City)

CO

(State)

80303

(Postal/Zip Code)

8. Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

9. Form of entity:

Corporation

10. Jurisdiction of formation:

Delaware

11. Date entity commenced (or expects
to commence) transacting business
or conducting activities in Colorado:

01/03/2007

(mm/dd/yyyy)

12. (Optional) Delayed effective date:

(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

13. Name(s) and address(es) of the
individual(s) causing the document
to be delivered for filing:

Seiler

Nathan

(Last)

(First)

(Middle)

(Suffix)

Cooley Godward Kronish LLP

(Street name and number or Post Office Box information)

380 Interlocken Crescent, Suite 900

Broomfield

(City)

CO

(State)

80021

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

AUTHORITY

Page 2 of 3

Rev. 6/15/2005

Received 01-03-2007 03:13pm From-

To-Colorado Secretary o Page 004

SHELL-MCCLURG-067190

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

AUTHORITY

Page 3 of 3

Rev. 6/15/2005

Received 01-03-2007 03:13pm From-

To-Colorado Secretary of Page 005

SHELL-MCCLURG-067191

DATA FROM DR. IRONS FOR STUDY COMPLETION AND LABORATORY TRANSITION

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
1															
2															
3															
4															
5															
6															
7															
8															
9															
10															
11															
12															
13															
14															
15															
16															
17															
18															
19															
20															
21															
22															
23															
24															
25															
26															
27															
28															
29															
30															
31															
32															
33															
34															
35															
36															
37															
38															
39															
40															
41															
42															
43															
44															
45															
46															
47															
48															

Table I. UCDHSC Plan A- Study Completion																
			Currently Funded		Dec-06		Jun-07		Dec-07	Total						
	Personnel															
	Proposed Budget				\$ 245,804		\$ 235,083		\$ 246,837	\$ 727,725						
	Currently Funded \$		(6,401)		\$ 245,804		\$ 203,265		\$ -	\$ 442,668						
	Operating Expenses															
	Proposed Budget				\$ 160,780		\$ 49,500		\$ 60,000	\$ 270,280						
	Currently Funded \$		136,735		\$ 160,780		\$ 150,000		\$ -	\$ 447,515						
	Subcontracts															
	Proposed Budget				\$ 1,229,168		\$ 1,034,113		\$ 779,113	\$ 3,042,393						
	Currently Funded \$		355,389		\$ 1,229,168		\$ 609,595		\$ -	\$ 2,194,152						
	Travel															
	Proposed Budget				\$ 500		\$ -		\$ -	\$ 500						
	Currently Funded \$		1,275		\$ 500		\$ -		\$ -	\$ 1,775						
	Equipment															
	Proposed Budget				\$ -		\$ -		\$ -	\$ -						
	Currently Funded \$				\$ -		\$ -		\$ -	\$ -						
	Indirect															
	Proposed Budget				\$ 105,842		\$ 73,992		\$ 79,778	\$ 259,611						
	Currently Funded \$		36,434		\$ 105,842		\$ 52,849		\$ -	\$ 195,125						
	TOTALS															
	Proposed Budget				\$1,742,094		\$1,392,687		\$1,165,728	\$4,300,509						
	Currently Funded \$		523,432		\$ 1,742,094		\$ 1,015,709		\$ -	\$ 3,281,235						
	Difference between Currently Funded and Proposed UCDHSC Budget										\$ 1,019,274					

Table 2. JCML Plan A - Study Completion																
			Current Expenses to Date		Dec-06		Jun-07		Dec-07	Total						
	Personnel															
	Proposed Budget						\$ 664,320		\$ 664,320	\$ 1,328,640						
	Operating Expenses															
	Proposed Budget						\$ 2,066,750		\$ 1,345,200	\$ 3,411,950						
	TOTALS															
	Proposed Budget						\$ 2,731,070		\$ 2,009,520	\$ 4,740,590						
	Plan A Total (UCDHSC + JCML)										\$ 5,759,864					

Table 3. JCML Plan B - Laboratory Transition																
			Current Expenses to Date		Dec-06		Jun-07		Dec-07	Total						
	Personnel															
	Proposed Budget						\$ -		\$ 400,000	\$ 400,000						
	Operating Expenses															
	Proposed Budget						\$ -		\$ 840,000	\$ 840,000						
	TOTALS															
	Proposed Budget						\$ -		\$ 1,240,000	\$ 1,240,000						
	Plan B Total										\$ 1,240,000					

DATA FROM DR. IRONS FOR STUDY COMPLETION AND LABORATORY TRANSITION

	A	B	C	D	E	F	G	H	I	J	K	L	M	N	O
49					Subtotal UCDHSC + Plan A + Plan B					\$ 6,999,864					
50															
51															
52					Plan C. Additional Post-Study Publication Costs (2008-2009)					\$600,000					
53															
54															
55															
56															
57															
58															
59															
60		Budget	Jan-07	Feb-07	Mar-07	Apr-07	May-07	Jun-07	Jul-07	Aug-07	Sep-07	Oct-07	Nov-07	Dec-07	Total 2007 Costs
61		Fudan	\$ 258,852	\$ 255,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 129,852	\$ 1,813,225
62		EMBSI	\$ 126,000	\$ 126,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 252,000
63		Cincinnati	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 121,758	\$ 1,461,100
64		Histology	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 8,094	\$ 97,125
			\$ 3,000	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,000

	A	B	C	D	E	F
1						
2	PLAN A - Study Completion					
3				Project to Date Expenditures on 12/31/05	Projected Expenditures for 2006	Proposed Expenditures in 2007
4	UCHSC					
5		Personnel:		\$ 2,179,252	\$ 472,909	\$ 1,810,560
6		Operating Expenses :		\$ 1,557,404	\$ 428,608	\$ 3,521,450
7		Sub Contracts:		\$ 6,621,611	\$ 2,904,807	\$ 1,813,224
8		Travel :		\$ 9,098	\$ 620	\$ -
9		Equipment :		\$ 1,383,491	\$ -	\$ -
10		Indirect Costs :		\$ 1,002,342	\$ 233,483	\$ 153,770
11	Total Expenditures :			\$ 12,753,198	\$ 4,040,427	\$ 7,299,004
12	Current Grant Funding:			\$ 13,761,880	\$ 4,000,000	\$ 570,889
13	Grant budget available			\$ 1,008,682	\$ 968,256	\$ (5,759,859)
14						
15						
16	PLAN B - Includes Laboratory Transition					
17				Project to Date Expenditures on 12/31/05	Projected Expenditures for 2006	Proposed Expenditures in 2007
18	UCHSC					
19		Personnel:		\$ 2,179,252	\$ 472,909	\$ 2,210,560
20		Operating Expenses :		\$ 1,557,404	\$ 428,608	\$ 4,361,450
21		Sub Contracts:		\$ 6,621,611	\$ 2,904,807	\$ 1,813,224
22		Travel :		\$ 9,098	\$ 620	\$ -
23		Equipment :		\$ 1,383,491	\$ -	\$ -
24		Indirect Costs :		\$ 1,002,342	\$ 233,483	\$ 153,770
25	Total Expenditures :			\$ 12,753,198	\$ 4,040,427	\$ 8,539,004
26	Current Grant Funding:			\$ 13,761,880	\$ 4,000,000	\$ 570,889
27	Grant budget available			\$ 1,008,682	\$ 968,256	\$ (6,999,859)

	G	H
1		
2		
3	Proposed Expenditures in 2008	Projected totals 12/31/2008
4		
5	\$ 600,000	\$ 5,062,721
6	\$ -	\$ 5,507,461
7	\$ -	\$ 11,339,642
8	\$ -	\$ 9,718
9	\$ -	\$ 1,383,491
10	\$ -	\$ 1,389,596
11	\$ 600,000	\$ 24,692,628
12	\$ -	\$ 18,332,769
13		\$ (6,359,860)
14		
15		
16		
17	Proposed Expenditures in 2008	Projected totals 12/31/2007
18		
19	\$ 600,000	\$ 5,462,721
20	\$ -	\$ 6,347,461
21	\$ -	\$ 11,339,642
22	\$ -	\$ 9,718
23	\$ -	\$ 1,383,491
24	\$ -	\$ 1,389,596
25	\$ 600,000	\$ 25,932,628
26		\$ 18,332,769
27		\$ (7,599,860)

SHANGHAI HEALTH STUDY - BUDGET ESTIMATE TO FINISH STUDY AND SUPPORT PUBLICATIONS AND LABORATORY PERSONNEL

	A	B	C	D	E	F	G	H	I	J	K	L
1				CURRENT		Proposed		Proposed		Proposed		
2		Original		APPROVED		Increase To		Publication		Laboratory		
3		2007 EOY		BUDGET		Finish Study		Support		Support		
4	Cost Centers	projection		Sep-06		In 2008		2008 - 2009		2008 - 2009		Total
5												
6	UCHSC Grant	#REF!		18,332,769		5,759,860		400,000		400,000		24,892,629
7	Irons-Field Expense	#REF!		1,413,428		-		-		-		1,413,428
8	Applied Health Sciences	#REF!		2,930,841		798,279		-		-		3,729,120
9	Fudan University	#REF!		379,829		65,000		-		-		444,829
10	Scientific & Ethics Panels	#REF!		473,142		95,000		-		-		568,142
11	Communications	#REF!		300,000		200,000		-		-		500,000
12	Outside Legal Counsel	#REF!		140,000		65,000		-		-		205,000
13	QA/QC Support	#REF!		50,000		150,000		-		-		200,000
14	API Administrative	#REF!		1,445,205		165,000		-		-		1,610,205
15	Exposure Assessment	#REF!		109,000		-		-		-		109,000
16	Committed Contingency*	#REF!		156,391		-		-		-		156,391
17	Contingency			642,516		1,000,000		-		-		1,642,516
18												
19	Total Expenses	#REF!		\$ 26,373,121		\$ 8,298,139		\$ 400,000		\$ 400,000		\$ 35,471,260
20												
21	*Not a cost center											

3/18/07

Proposed Extension of Studies on Benzene Toxicity in Shanghai, China

**RESEARCH PROTOCOL
AND
CRITERIA DOCUMENT**

I. ANALYSIS OF DISEASE PROGRESSION FOR APLASTIC ANEMIA, MYELO-DYSPLASTIC SYNDROME, ACUTE MYELOGENOUS LEUKEMIA AND BENZENE POISONING IN SHANGHAI, CHINA

II. MOLECULAR EPIDEMIOLOGY OF BENZENE-EXPOSED WORKERS IN SHANGHAI, CHINA

III. DIAGNOSIS AML AND LYMPHOID NEOPLASMS IN SHANGHAI, CHINA

A MULTICENTER INTERNATIONAL STUDY

Richard D. Irons

**CINPATHOGEN, INC.
BOULDER, COLORADO/SHANGHAI CHINA**

**INTERNATIONAL CLINICAL AND MOLECULAR RESEARCH CENTER
INSTITUTES OF BIOMEDICAL SCIENCES, FUDAN UNIVERSITY
SHANGHAI, CHINA**

FUDAN UNIVERSITY MEDICAL CENTER, SHANGHAI, CHINA

**DEPT. OF PHARMACEUTICAL SCIENCES, SCHOOL OF PHARMACY
DEPARTMENT OF PATHOLOGY, SCHOOL OF MEDICINE
UNIVERSITY OF COLORADO DENVER AND HEALTH SCIENCES CENTER, DENVER, CO.**

SHANGHAI HEMATOLOGY SOCIETY

—