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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

## Certificate of Resignation of Directors or Officers

FORM MUST BE TYPED

(General Laws Chapter 156D, Section 8.45; 950 CMR 113.17)

(1) Exact name of the corporation: Cobion Corp.

(2) Registered office address: 101 Federal Street, Boston MA 02110  
*(number, street, city or town, state, zip code)*

I, Thomas E. Noonan certify as follows:  
*(name of individual)*

(3) The corporation has failed, or refused, to file a statement of change in officers and directors within 30 days following a change in directors or officers.

(4) The change in the directors and/or officers is as follows:

See Attached

It is further certified that a copy of this certificate has been delivered to the corporation or has been mailed to the principal office of the corporation, postage prepaid.

SIGNED UNDER THE PENALTIES OF PERJURY.



MA SOC Filing Number: 200603708030 Date: 04/06/2006 2:05 PM

*(check appropriate box)*

- Director involved in the change.
- Officer involved in the change.
- Personal representative of any deceased director or officer involved in the change.

on this 13<sup>th</sup> day of February, 2006

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COMMONWEALTH OF MASSACHUSETTS

**DIRECTORS OF COBION CORP.**

**Thomas E. Noonan** 6303 Barfield Road  
Atlanta GA 30328

**Raghavan Rajaji** 6303 Barfield Road  
Atlanta GA 30328

**OFFICERS OF COBION CORP.**

**Thomas E. Noonan** **President** 6303 Barfield Road  
Atlanta GA 30328

**Raghavan Rajaji** **CFO** 6303 Barfield Road  
Atlanta GA 30328

**Jay Hopkins** **Treasurer** 6303 Barfield Road

**Sean Bowen** **General Counsel  
& Secretary** 6303 Barfield Road  
Atlanta GA 30328

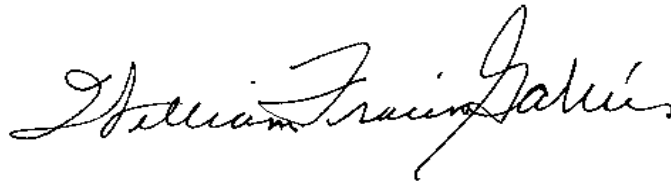
**Daniel S. Edison** **Assistant Treasurer  
& Assistant Secretary** 6303 Barfield Road  
Atlanta GA 30328

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

April 06, 2006 12:57 PM

A handwritten signature in cursive script, reading "William Francis Galvin".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*