

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0348634  
EFFECTIVE DATE: 08/25/2003  
JURISDICTION : DELAWARE  
REFERENCE : 0045  
PRINT DATE : 09/09/2003  
FORM NUMBER : 316

MICHAEL PENN  
1001 CAMBRIDGE SQUARE  
SUITE D  
ALPHARETTA, GA 30005

**CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**ALIMERA SCIENCES, INC.**  
**A FOREIGN PROFIT CORPORATION**

has been duly incorporated under the laws of the jurisdiction set forth above and has filed an application meeting the requirements of Georgia law to transact business as a foreign corporation in this state.

WHEREFORE, by the authority vested in me as Corporations Commissioner, the above named corporation is hereby granted, on the effective date stated above, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox  
Secretary of State



OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

Registered agent, officer, entity status information via the Internet  
<http://www.sos.state.ga.us/corporations>

WARREN RARY  
Director

CATHY COX  
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY  
FOR FOREIGN CORPORATION

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	P535386	CONTROL #	348634
DOCKET CODE	DATE FILED	AMOUNT RECEIVED	CHECK/ RECEIPT #	
TYPE CODE	EXAMINER	JURISDICTION CODE		

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	Alimera Sciences, Inc.		Name Reservation Number (Optional)	
	Corporate Name			
	9/1/03			
	Date business commenced (or proposed) in Georgia (NOTE: If the date provided here is more than 30 days prior to the date the application is received by the Secretary of State, a \$500 penalty must be paid; penalty is statutory and cannot be waived by Secretary of State.)			
2.	Michael Penn		770-410-1555	
	Applicant/Attorney		Telephone Number	
	1001 Cambridge Square, Suite D		Alpharetta, GA 30004	
	Address		City State Zip Code	
3.	6120 Windward Parkway, Suite 290		Alpharetta, GA 30005	
	Principal Office Mailing Address		City State Zip Code	
4.	Michael A. Penn / Briskein & Associates, L.C.			
	Name of Registered Agent in Georgia			
	1001 Cambridge Sq., Ste. D.			
	Registered Office Street Address in Georgia			
	Alpharetta Fulton		GA 30004	
	City County		State Zip Code	
5.	Circle ONE <input checked="" type="radio"/> PROFIT <input type="radio"/> NONPROFIT		Jurisdiction (Home State/Country): Delaware/US	
			Date of Incorporation: 6/1/03	
6.	C. Daniel Myers		6120 Windward Parkway, Ste. 290 Alpharetta GA 30005	
	Officer / CEO		Address City State Zip Code	
	Daniel White		6120 Windward Parkway, Ste. 290 Alpharetta GA 30005	
	Officer / CFO		Address City State Zip Code	
			Officer / SEC Address City State Zip Code	
7. NOTICE:	Mail or deliver the following items to the Secretary of State at the above address.			
	(1) Original and one copy of this application			
	(2) An ORIGINAL certificate of existence, not more than 90 days old, certified by the home state or country must be sent in with this application. A photocopy WILL NOT be accepted. Certificate from home state must accompany application and be no more than 90 days old.			
	(3) Filing fee of \$225.00 payable to "Secretary of State." Filing fees are NON-refundable.			
	Authorized Signature		Date August 19 2003	
			FORM 236	

Certificates, certified copies and entity information via the Internet: <http://www.sos.state.ga.us/corporations/>

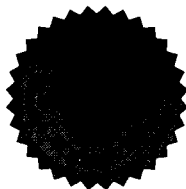
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALIMERA SCIENCES, 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 NINETEENTH DAY OF AUGUST, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2590521

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DATE: 08-19-03