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August 21, 2000

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

100003367611--4  
-08/22/00--01063--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Aspire Pharmaceuticals, Inc.

Gentlemen and Ladies:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for filing on behalf of the above referenced entity, along with a check in the amount of \$78.75 to cover the filing fee.

Please acknowledge receipt of this filing by returning the certified copy of the articles to the undersigned in the envelope provided for your convenience. Do not hesitate to contact me if you have any questions or require anything further.

Sincerely,

Allison A. Lichter  
Paralegal/Licensing Manager

\*/aal  
Enclosures

FILED  
2000 AUG 22 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ABC 8/25



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2000 AUG 22 PM 3:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**Aspire Pharmaceuticals, Inc.**

The undersigned, acting as Incorporator of Aspire Pharmaceuticals, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the Corporation is **Aspire Pharmaceuticals, Inc.** (hereinafter called the "Corporation").

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the Business Corporation Act and the laws of the United States.

**ARTICLE IV. INITIAL MAILING ADDRESS AND PRINCIPAL OFFICE**

The initial mailing address and the address of the initial principal office of the Corporation is 4001 Southwest 47th Avenue, Ft. Lauderdale, Florida 33314.

**ARTICLE V. CAPITAL STOCK**

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 2,500 shares of Common Stock, par value \$.001 per share (the "Common Stock").

**ARTICLE VI. REGISTERED AGENT**

The street address of the registered office of the Corporation is 4001 Southwest 47th Avenue, Ft. Lauderdale, Florida 33314. The name of the registered agent of the Corporation at that address is Scott Lodin.

**ARTICLE VII. BOARD OF DIRECTORS**

The names and addresses of the initial members of the Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Alan P. Cohen	4001 SW 47 <sup>th</sup> Avenue Ft. Lauderdale, Florida 33314
Scott Lodin	4001 SW 47 <sup>th</sup> Avenue Ft. Lauderdale, Florida 33314
Angelo C. Malahias	4001 SW 47 <sup>th</sup> Avenue Ft. Lauderdale, Florida 33314

A. Number and Term of Directors. The Corporation's Board shall consist of not less than one nor more than nine members, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall be elected for one year terms expiring at the next annual meeting of shareholders, in each case until his or her successor is duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office.

B. Vacancies. Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the remaining directors in office, although less than a quorum of the Board, may fill the vacancy for the balance of the unexpired term of the vacant directorship, at which time a successor or successors shall be duly elected by the shareholders and qualified. Notwithstanding the provisions of any other Article hereof, only the remaining directors of the Corporation shall have the authority, in accordance with the procedures stated herein, to fill any vacancy that arises on the Board.

C. Removal. A director may be removed from office prior to the expiration of his or her term: (i) with or without cause; and (ii) only upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

#### **ARTICLE VIII. LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VIII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

#### **ARTICLE IX. SPECIAL MEETINGS OF SHAREHOLDERS**

Except as otherwise required by law, special meetings of shareholders of the Corporation may be called only by (i) the Board pursuant to a resolution approved by a majority of the entire Board, (ii) the Corporation's President or (iii) the holders of at least ten percent of the outstanding shares of capital stock of the Corporation.

#### **ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

#### **ARTICLE XI. BYLAWS**

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation (the "Bylaws") or any part thereof. The Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by the shareholders upon the affirmative vote of at least a majority of the outstanding shares of capital stock of the Corporation entitled to vote at a shareholders' meeting duly called for such purpose.

#### **ARTICLE XII. AMENDMENT**

Except as provided herein, these Articles of Incorporation may only be altered, amended or repealed by the shareholders of the Corporation in accordance with Florida law.

**ARTICLE XIII. INCORPORATOR**

The name and street address of the incorporator is:

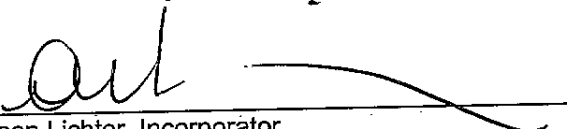
Name

Address

Allison Lichter

4001 SW 47<sup>th</sup> Avenue  
Ft. Lauderdale, Florida 33314

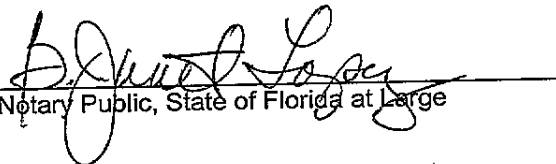
IN WITNESS WHEREOF, I have hereunto signed my name as Incorporator of the Corporation on this 21st day of August 2000.


  
Allison Lichter, Incorporator

STATE OF FLORIDA            )  
  )ss  
COUNTY OF BROWARD        )

The foregoing instrument was acknowledged before me this 21st day of August 2000, by Allison Lichter, who is personally known to me and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of August 2000.

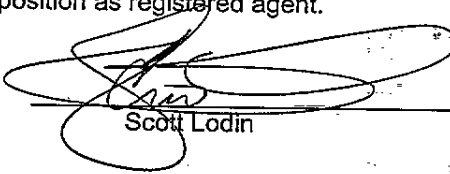
  
Notary Public, State of Florida at Large

 B Janet Lopez  
My Commission CC901406  
Expires January 12, 2004

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, Scott Lodin, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees to act in this capacity. He further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and he is familiar with and accepts the obligation of his position as registered agent.

Dated: August 21, 2000

  
\_\_\_\_\_  
Scott Lodin

2000 AUG 22 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED