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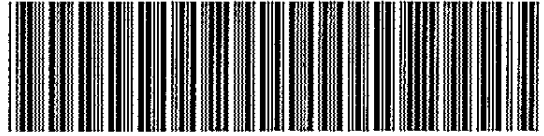
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ARTICLES OF INCORPORATION
OF
THETA PHARMACEUTICALS, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of Theta Pharmaceuticals, Inc., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Theta Pharmaceuticals, Inc., and the street address of the initial principal office of the Corporation is 3620 Park Central Boulevard North, Pompano Beach, FL 33064.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of One Cent (\$0.01) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8316 Via Leonesa, Boca Raton, FL 33433 and the name of the initial Registered Agent of the Corporation at that address is Joel Martin McTague.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his/her successor shall have been duly elected and qualified, or until his/her earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation are:

<u>Name</u>	<u>Address</u>
Richard L. Aloï	3620 Park Central Boulevard North Pompano Beach, FL 33064

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Joel McTague, 8316 Via Leonesa, Boca Raton, FL 33433.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd day of August, 2003.


Joel Martin McTague, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Theta Pharmaceuticals, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: 8-22-03

By: 
Joel Martin McTague, Initial
Registered Agent

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