

PO9000099862

(Requestor's Name)

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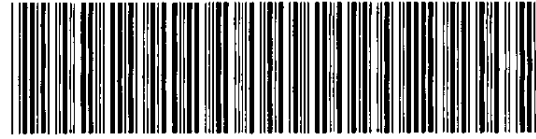
(Business Entity Name)

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B. KOHR  
DEC 11 2009  
EXAMINER



1203 Governor's Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

December 11, 2009

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

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10 DEC 11 PM 2:01

Re: Order #: 7721906 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

American Antibiotics, LLC (FL)  
Conversion + Incorporation  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CL Operations Specialist  
Christina.McNeair@wolterskluwer.com

CT Corp

**Chris McNear  
Assistant Secretary**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 DEC 11 PM 2:01

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Clifton Building  
2611 Executive Center Circle  
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Christina McNear  
CL Operations Specialist  
Christina.McNear@wolterskluwer.com

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DIVISION OF CORPORATIONS  
09 DEC 11 PM 2:01

**CERTIFICATE OF CONVERSION**  
**for**  
**AMERICAN ANTIBIOTICS, LLC**  
**into**  
**AMERICAN ANTIBIOTICS, INC.**

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida corporation in accordance with Section 607.1115 of the Florida Business Corporation Act:

L05000005060

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is **AMERICAN ANTIBIOTICS, LLC**.
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of the State of Florida on January 14, 2005.
3. The name of the Florida corporation as set forth in the attached Articles of Incorporation is **AMERICAN ANTIBIOTICS, INC.**
4. The conversion and the articles of incorporation shall be effective upon filing with the Department of State.

Signed this 13<sup>th</sup> day of August, 2009.

**AMERICAN ANTIBIOTICS, LLC**

By:   
\_\_\_\_\_  
Carol Dore-Falcone, CFO

**AMERICAN ANTIBIOTICS, INC.**

By:   
\_\_\_\_\_  
Mandeep K. Taneja, CEO

**ARTICLES OF INCORPORATION  
AMERICAN ANTIBIOTICS, INC.**

The undersigned, acting as incorporator of a Florida 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 **AMERICAN ANTIBIOTICS, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

6950 Bryan Dairy Road  
Largo, Florida 33777

**ARTICLE III  
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 Florida.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Million (1,000,000) authorized shares of common stock, \$.01 par value per share.

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have initially nine (9) directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names of the initial directors of the Corporation are Jugal K. Taneja, Mandeep K. Taneja, Mihir K. Taneja, Carol-Dore Falcone, Dr. Rafick Henein, John Copanos, Jr., Dr. Barry H. Dash, A. Theodore Stautberg, Jr., and Dr. Kotha Sekharam, Ph. D. The address for each such director is:

6950 Bryan Dairy Road  
Largo, Florida 33777

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**ARTICLE VI**  
**INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Mandeep K. Taneja  
6950 Bryan Dairy Road  
Largo, Florida 33777

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is:

Mandeep K. Taneja  
6950 Bryan Dairy Road  
Largo, Florida 33777


**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE IX**  
**LIABILITY FOR MONETARY DAMAGES**

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting 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 Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15<sup>TH</sup> day of August, 2009.

  
\_\_\_\_\_  
Mandeep K. Taneja, as its President

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is AMERICAN ANTIBIOTICS, INC.
2. The name and street address of the registered agent and office in the State of Florida are:

Mandeep K. Taneja  
6950 Bryan Dairy Road  
Largo, Florida 33777

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



\_\_\_\_\_  
Mandeep K. Taneja  
Registered Agent

Dated: August 13<sup>th</sup>, 2009