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FILED

96 MAY -7 PM 3:33

SECRET
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 0721000000002
REFERENCE : 945180 02509A
AUTHORIZATION :
COST LIMIT : 0 PREPAID

ORDER DATE : May 7, 1996
ORDER TIME : 2:11 PM
ORDER NO. : 945180
CUSTOMER NO: 02509A

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CUSTOMER: Vincent J. Owoc, Esq.
VINCENT OWOC, ESO
Suite 203
4801 S. University Drive
Davie, FL 33328

DOMESTIC FILING

NAME: VITAL PHARMACEUTICALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

Division of Incorporation
96 MAY -7 PM 3:09

59-96

**ARTICLES OF INCORPORATION
OF
VITAL PHARMACEUTICALS, INC.**

FILED
96 MAY -7 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby makes, adopts, subscribes and acknowledges before a Notary Public, and files with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE ONE

Name

The name of the corporation is Vital Pharmaceuticals, Inc.

ARTICLE TWO

Mailing Address and Principal Office

The mailing address and principal office of the corporation is 6573 Stirling Rd., Ft. Lauderdale, Florida 33314.

ARTICLE THREE

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of Common Stock. Such shares shall be of a single class, and shall have a par value of \$1.00 per share, subject to Shareholders Agreement dated March 19, 1996.

ARTICLE FIVE

Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, subject to Shareholders Agreement dated March 19, 1996 between shareholders.

ARTICLE SIX

Registered Office and Agent

The street address of the initial registered office of the corporation is 6573 Stirling Rd., Ft. Lauderdale, Florida 33314, and the name of its initial registered agent at that address is JOHN H. OWOC. Notwithstanding the above, this corporation may move the principal office to any other address.

ARTICLE SEVEN

Incorporator

The name and address of the incorporator is:
JOHN H. OWOC, 6573 Stirling Rd., Ft. Lauderdale, Florida 33314.

ARTICLE EIGHT

Directors

The initial board of directors of the corporation shall consist of one director and such director shall hold office for the first year of the corporation's existence, or until his or her successor has been duly elected and qualified, or until his or her death. The number of directors may be either increased or decreased by the bylaws of the corporation but shall never be less than one. The name and address of the director is: JOHN H. OWOC, 6573 Stirling Rd., Ft. Lauderdale, Florida 33314.

ARTICLE NINE

Indemnification

The corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE TEN

By-laws


The shareholders of the corporation shall have the power to adopt, alter, amend or repeal the by-laws of the corporation.

ARTICLE ELEVEN

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of March, 1996.



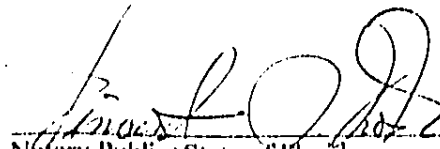
JOHN H. LOWOC

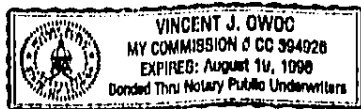
**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority, personally appeared, **JOHN H. OWOC**, who has produced his Florida Driver's License as identification, or who is personally known to me and who, after being by me first duly cautioned and sworn, deposes and says under oath that he is the party to the foregoing Articles of Incorporation and he executed such articles voluntarily, and that the facts therein are true.

WITNESS my hand and seal at Broward County, Florida, the day and date first above set forth.

My commission expires:


Notary Public, State of Florida



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

FILED
96 MAY -7 PM 3:33
SEAL OF THE STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: VITAL PHARMACEUTICALS, INC.

2. The name and address of the registered agent and office is:

JOHN H. OWOC
(NAME)

6572 Stirling Rd.
(P.O. BOX NOT ACCEPTABLE)

Et. Lauderdale, Florida 33314
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *JH Owoc*
DATE 5/5/96