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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 PM 12:38

LAW OFFICES  
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October 6, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/12/98-D1037-009  
\*\*\*\*122.50 \*\*\*\*\*78.75

PAUL B. STEINBERG\*  
ROBERT H. YAFFE  
RICHARD L. STEINBERG  
MORRIS L. STEINBERG (1908-1997)  
  
\*ALSO ADMITTED IN WASH., D.C.

RE: GRIFOLS-QUEST, INC.

Gentlemen:

Enclosed herewith please find the original and a copy of the Articles of Incorporation of Grifols-Quest, Inc., duly executed by the Incorporator and Registered Agent thereof.

I am also enclosing a check in the amount of One Hundred Twenty Two dollars and 50/100 (\$122.50) representing the fee for the filing of these Articles of Incorporation and a certified copy.

Should you have any questions, please contact the undersigned.

Very truly yours,

Paul B. Steinberg

PBS/rs  
Enclosures.

PLEASE REPLY TO OUR  
MIAMI BEACH OFFICE

NEW YORK  
ASSOCIATED OFFICE  
276 FIFTH AVENUE  
SUITE 604  
NEW YORK, N.Y. 10001  
(212) 532-0008

D. BROWN OCT 13 1998

**ARTICLES OF INCORPORATION**

**OF**

**GRIFOLS-QUEST, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I.**

**Name**

The name of the corporation shall be:

GRIFOLS-QUEST, INC..

**ARTICLE II.**

**Nature of Business**

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III.**

**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having 5.00 par value. The corporation will begin business with 500.00 in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

**ARTICLE IV.**

**Principal Place of Business**

The street address of the initial principal place of business of the corporation shall be 1980 N.E. 148th Street, North Miami, Florida 33181, or such other location as the Board of

Directors may designate.

**ARTICLE V.  
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VI.  
Initial Board of Directors**

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than two (2) or more than four (4).

**ARTICLE VII.  
Subscriber**

The name and street address of the subscriber of this corporation is:

David J. Kiefer, Ph.D.  
1980 N.E. 148th Street  
North Miami, Florida 33181

**ARTICLE VIII.  
Officers**

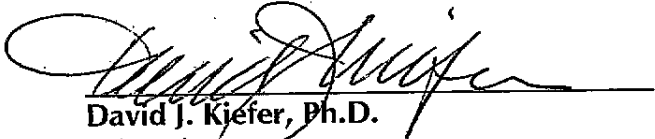
The name and street address of the officers of this corporation is:

NAME/ADDRESS	POSITION
John L. Medders 1980 N.E. 148 <sup>th</sup> Street, North Miami, Florida 33181	President
David J. Kiefer 1980 N.E. 148 <sup>th</sup> Street, North Miami, Florida 33181	Director
Oriol Duñach 1980 N.E. 148 <sup>th</sup> Street, North Miami, Florida 33181	Director

**ARTICLE VIII.**  
**Registered Office & Registered Agent**

The street address of the initial registered office of this corporation is 767 Arthur Godfrey Road, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is PAUL B. STEINBERG, Esq..

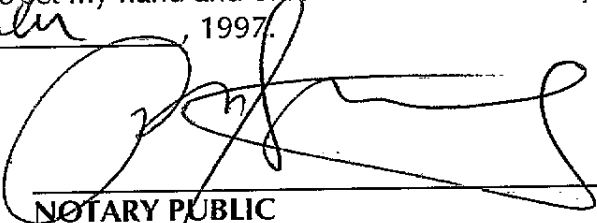
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 5 day of October, 1998.


  
David J. Kiefer, Ph.D.  
Subscriber

STATE OF FLORIDA )  
                          )ss:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared **David J. Kiefer, Ph.D.**, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 5th day of October, 1997.

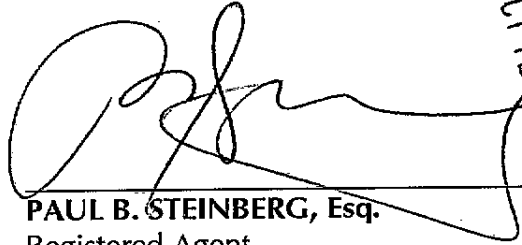
  
**NOTARY PUBLIC**  
State of Florida at Large

 Paul B Steinberg  
My Commission CC700924  
Expires December 8, 2001

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the foregoing appointment as registered agent for **GRIFOLS-QUEST, INC.** and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 5 day of October, 1997.



PAUL B. STEINBERG, Esq.  
Registered Agent

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