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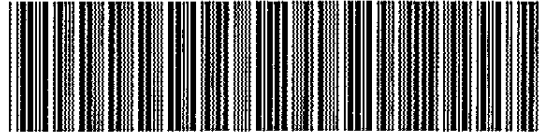
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SECRETARY OF STATE
ALABAMA, FLORIDA

Restated And
184202 On
9/28/12-18-02
*Cubley

HUGO C. EDBERG
ATTORNEY AT LAW

Victoria L. Figlewski
Legal Assistant
Telephone (813) 661-8536
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13124 Prestwick Drive
Riverview, FL 33569
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Member
Florida Bar
Michigan Bar (Inactive)

REPLY TO: HCE

December 9, 2002

Department of State
Corporations Division
P.O. Box 6327
Tallahassee, FL 32314

Re: Thornton Laboratories, Inc. , a Florida Corporation


Gentlemen:

Enclosed herewith please find the following items:

1. Restated Articles of Incorporation together with Amendments as noted for the above corporation;
2. Certificate Showing Approval of the Restated Articles of Incorporation and Amendments by action of the Board of Directors and all shareholders of the corporation. In as much as one of the amendments affects the amount of issued shares of stock of both voting and non-voting stock, all shareholders indicated their approval of the amendment;
3. My check in the amount of \$43.75 to cover the \$35.00 filing fee and \$8.75 for a certified copy.

Should you have any questions, please contact me at your convenience. Otherwise, please return the certified copy to the above address.

Yours sincerely,


Hugo C. Edberg

HCE:vlf
Enclosures

RESTATED ARTICLES OF INCORPORATION
AND AMENDMENTS

OF

THORNTON LABORATORIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all being of full age, do hereby declare the following to be the Restated Articles of Incorporation of Thornton Laboratories, Inc., a Florida corporation, with amendments to the said Articles of Incorporation as so designated herein and do hereby declare that the following shall be the Articles of Incorporation pertaining to the existence and organization of this corporation.

ARTICLE I (Amended)

The name of this Corporation shall be THORNTON LABORATORIES, INC.

ARTICLE II (Amended)

The general nature of the business to be transacted and conducted by this corporation shall be as follows:

(a) To own, lease and operate laboratories for the conducting of all types and kinds of chemical analyses and tests, and to manufacture, sell and distribute chemical and other products related to such tests and analyses.

(b) To engage in all such acts as may be necessary and legal to carry out the foregoing general purposes of the corporation, including but not limited to, owning, holding, buying, selling, mortgaging, and otherwise dealing with the ownership of all classes of property, whether real, personal, tangible, or mixed, wherever situate, including but not limited to, stocks, bonds, or other securities issued by any firm, person, corporation, or association.

(c) To do any and all acts as are permitted under the laws of the State of Florida or the United States, which are legal and proper and necessary to carry out the purposes for which the corporation has been founded.

ARTICLE III (Amended)

The maximum number of shares of stock authorized to be issued by this corporation shall be as follows: Class A common stock (voting) 15,000 shares with a par value of \$10.00 per share; Class B common stock (nonvoting) 15,000 shares with a par value of \$10.00 per share.

All voting shares of Class A common stock shall have the right to cast one vote per share at any stockholders' meetings. Class B common stock shares shall have no voting rights, except when Florida law requires the approval of nonvoting shares to take certain corporation action.

All shares shall be fully paid and non-assessable, said shares to be paid for in lawful money of the United States of America or in property or in labor or services at a valuation to be fixed by the corporation's Board of Directors.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation shall be at Tampa, Hillsborough County, State of Florida and its post office address shall be 1145 East Cass Street, Tampa, Florida 33602, but it may have other offices, agencies, and branches of such places as may be determined by the Board of Directors.

ARTICLE VII (Amended)

The Board of Directors shall consist of not less than three persons nor more than nine persons. The number of Board of Directors to serve shall be periodically set by the stockholders at meetings of the stockholders duly noticed and held. The members of the Board of Directors shall serve for such period of

time as the stockholders shall specify in their stockholders' meetings. The Board of Directors shall have complete charge of the day-to-day business of the corporation, shall have power to elect corporate officers, appoint executive committees, and shall conduct its affairs as set forth in the Articles of Incorporation and in the By-Laws of the corporation. Directors of the corporation are not required to be shareholders thereof. The officers of the corporation shall be a Chairman of the Board of Directors, a President, one or more Vice Presidents, a Secretary and Treasurer and such additional officers as may be elected as specified in the By-Laws. No officer of the corporation shall be required to be a stockholder of the corporation. All such officers will have such tenure of office, powers, and duties, as may be described in the By-Laws, or by the Board of Directors by appropriate resolution.

ARTICLE VIII (Amended)

The names and post-office addresses of the members of the first Board of Directors to be elected pursuant to these Restated Articles of Incorporation and who shall hold office for one year or until or until their successors may be duly elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Eric E. Harrison, M.D.	901 South Oregon Tampa, FL 33606
Margaret Harrison	901 South Oregon Tampa, FL 33606
James Thornton	5907 Fitzgerald Road Odessa, FL 33556
Elisha Thornton	5907 Fitzgerald Road Odessa, FL 33556

The names and addresses of the officers who, subject to the by-laws and these Restated Articles of Incorporation, shall hold office for a period of one year from the date of this Restated Articles of Incorporation, or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Eric E. Harrison, M.D.	President	901 S. Oregon Tampa, FL 33606
Margaret Harrison	Secretary	901 S. Oregon Tampa, FL 33606
James Thornton	Vice President & Chairman of the Board	5907 Fitzgerald Rd. Odessa, FL 33556
Elisha Thornton	Treasurer	5907 Fitzgerald Rd. Odessa, FL 33556

ARTICLE IX (Amended)

The names and addresses of the subscribers to these Restated Articles of Incorporation together with amendments, and the number of shares of stock which each owns, are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Charles Thornton	14717 Clarendon Tampa, FL 33624	672 Class A (voting)
Jane Thornton	14717 Clarendon Tampa, FL 33624	608 Class A (voting)
James Thornton	5907 Fitzgerald Rd. Odessa, FL 33556	160 Class B (nonvoting)
Margaret Harrison	901 S. Oregon Tampa, FL 33606	160 Class B (nonvoting)

the aggregate amount of said shares being Sixteen Thousand Dollars(\$16,000.00).

ARTICLE X (Amended)

The original By-laws of this corporation shall be made, prepared and adopted by the shareholders of this corporation. The Board of Directors shall be authorized to make recommendations to the shareholders as to proposed amendments to the said By-laws, but all amendments to the By-laws shall be made by the shareholders at meetings duly noticed and held.

ARTICLE XI

Meetings of the stockholders and directors, or either of them, may be held within or without the State of Florida, upon such call and notice as may be prescribed by the By-laws or by the Board of Directors.

ARTICLE XII

No contract or other transaction between the company and any other corporation, whether or not a majority of the capital stock of the same shall be owned by the company, shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of the company is or are interested in, or is a director or officer or are directors or officers, individually or jointly, or may be a party or parties to or may be interested in any contract or transaction of the company or in which the company is interested. No contract, act or transaction of the company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or directors, officer or officers of the company is a party or are parties to or interested in such contract, act or transaction or is in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIII

This corporation shall indemnify and save harmless its officers and directors of and from any suits, actions or judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment for any liability shall be alleged or imposed upon any of the corporation's officers or directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any other charges that said officers or directors may incur in the defense of any claim, suit or action that may be instituted against said officers or

directors in their individual capacity; it being the purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf.

IN WITNESS WHEREOF, we, the shareholders and re-incorporators above named have hereunto set our hands and seals this 28 day of Nov., 2002

Charles Thornton

Charles Thornton
Shareholder and Reincorporator

Jane Thornton

Jane Thornton
Shareholder and Reincorporator

James Thornton

James Thornton
Shareholder and Reincorporator

Margaret Harrison

Margaret Harrison
Shareholder and Reincorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this date, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Charles Thornton, Jane Thornton, James Thornton, and Margaret Harrison, personally known to me or who produced as identification, ~~as the subscribers who executed the foregoing Articles of~~ Incorporation and acknowledged before me that he/she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal on the date herein.

Name:
Notary Public ~ State of Florida
Commission No.
My Commission Expires:

CERTIFICATE OF THORNTON LABORATORIES, INC., A Florida Corporation
As to Its Restated Articles of Incorporation Together with Amendments Thereto

Attached to this certificate are Restated Articles of Incorporation of Thornton Laboratories, Inc., a Florida corporation together with amendments I, II, III, VII, VIII, VIII, and X thereof as duly noted on said Restated Articles of Incorporation.

The Restated Articles of Incorporation, together with all amendments as above noted and as set forth in the Restated Articles of Incorporation, were duly considered by the Board of Directors at a special meeting duly called held on Nov 28, 2002 at which time all Directors of the corporation were present. The Board of Directors unanimously approved the said Restated Articles of Incorporation and amendments thereto and recommended to the shareholders of the corporation that they approve the said Restated Articles of Incorporation and amendments to same.

The shareholders of Thornton Laboratories, Inc., a Florida corporation, at a special meeting duly convened on Nov 28, 2002. All shareholders were present, including the holders of Class A voting common stock and Class B nonvoting common stock. The holders of nonvoting stock were included inasmuch as amendments set forth in the Restated Articles of Incorporation affected the rights of all shareholders, both the holders and voting and nonvoting common stock.

The Restated Articles of Incorporation, together with amendments to Articles I, II, III, VII, VIII, VIII, and X as set forth in the said Restated Articles of Incorporation were unanimously approved by the holders of all issued stock, both voting and nonvoting of the said corporation.



James Thornton
Chairman of the Board and Vice President



Eric E. Harrison
President

Attest:

Margaret Harrison, Secretary