523114

LAW OFFICES
IVAN A. GOMEZ. P.A.
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
02 APR 26 PM 2:43

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

April 8, 2002

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

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Re: MEDIPHARMA, INC.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Amended and Restated Articles of Incorporation for the above-referenced Corporation. In addition, a check in the sum of $43.75 is enclosed for the following fees:

Filing fee	$35.00
Certified Copy	$ 8.75

Please file the original of the enclosed Amended and Restated Articles of Incorporation and return a certified copy to the attention of the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,

Ivan A. Gomez

IAG/mh
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Enclosures

cc: Mr. Carlos M. Siblesz

Maggie gave authorization to remove "Initial". B 4/26

Amended & Restated Art.

V SHEPARD APR 26 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF MEDIPHARMA, INC.
a Florida Corporation

The undersigned, officers of MEDIPHARMA, INC., a Florida corporation ("Corporation"), pursuant to Section 607.1006 and 607.1007 of the Florida Statutes, hereby amend and restate in its entirety the Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation is MEDIPHARMA, INC..

ARTICLE II
OFFICE AND MAILING ADDRESS

The principal office of the Corporation is located at 2001 S.W. 27th Avenue, Miami, Florida 33145-2540, and the mailing address of the Corporation is c/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

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 the State of Florida.

ARTICLE IV
CAPITAL STOCK

This Corporation shall be authorized to issue classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	PAR VALUE	AUTHORIZED ISSUE
Class A Voting Common	$.01 per share	10,000 shares
Class B Non-Voting Common	$.01 per share	990,000 shares

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the ~~initial~~ registered office of the Corporation is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the ~~initial~~ Registered Agent of the Corporation at that address is IAG CORPORATE SERVICES, INC.

ARTICLE VI
BOARD OF DIRECTORS

The Corporation shall have three (3) directors to hold office until the next annual meeting of shareholders and their successors shall have been duly 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, but shall never be fewer than one (1). The names and addresses of the directors of the Corporation are:

Name	Address
Carlos M. Siblesz	2001 S.W. 27th Avenue Miami, Florida 33145-2540
Magali A. Siblesz	2001 S.W. 27th Avenue Miami,Florida33145-2540
George L. Siblesz	2001 S.W. 27th Avenue Miami, Florida 33145-2540

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators to these Amended and Restated Articles of Incorporation are:

Name	Address
Carlos M. Siblesz	2001 S.W. 27th Avenue Miami, Florida 33145-2540
Magali A. Siblesz	2001 S.W. 27th Avenue Miami,Florida33145-2540
George L. Siblesz	2001 S.W. 27th Avenue Miami, Florida 33145-2540

ARTICLE VIII
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation was adopted by all of the Directors and all of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on 1/25/02, manifesting their intention that these Amended and Restated Articles of Incorporation be adopted, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 25th day of January, 2002.

CARLOS M. SIBLESZ

Magali A. Siblesz
MAGALI A. SIBLESZ

GEORGE L. SIBLESZ

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the Registered Agent of MEDIPHARMA, INC.,, as made in the foregoing Amended and Restated Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 4/11/02

By: ______________________
Ivan A. Gomez, President