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TALLAHASSEE, FLORIDA

AMENDED RESTATED

LAW OFFICES
IVAN A. GOMEZ, P.A.
COURVOISIER CENTRE II
601 BRICKELL KEY DRIVE • SUITE 507
MIAMI, FLORIDA 33131-2623
(305) 371-9213
TELECOPIER (305) 358-4658
WWW.IAGPATAXLAW.COM
E-MAIL: IAGPA@BELLSOUTH.NET

IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

September 1, 2010

**FEDERAL EXPRESS: 8626 8615 8710**

Department of States
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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 $53.75 is enclosed for the following fees:

| | |
|---|---|
| Filing fee | $35.00 |
| Certified Copy | $ 8.75 |
| Apostille Certification | $10.00 |

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

We would also like to request further certification from the apostille department. This certification will be used in Costa Rica.

In order to expedite the delivery of this certified copy to me, we have enclosed a Federal Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,

Ivan A. Gomez

IAG/yr
F:\MEDIPHAR\Filing L.02.wpd
Enclosures

cc: Mr. Carlos M. Siblesz

**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 of the Corporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Corporate Address 2001 Southwest 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 III

DURATION

The existence of the Corporation shall terminate on January 20, 2076.

ARTICLE IV

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 VI

REGISTERED OFFICE AND AGENT

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

ARTICLE VII

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<br>Miami, Florida 33145-2540 |
| Magali A. Siblesz | 2001 S.W. 27th Avenue<br>Miami,Florida33145-2540 |
| George L. Siblesz | 2001 S.W. 27th Avenue<br>Miami, Florida 33145-2540 |

ARTICLE IX

INCORPORATOR

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<br>Miami, Florida 33145-2540 |
| Magali A. Siblesz | 2001 S.W. 27th Avenue<br>Miami,Florida33145-2540 |

## ARTICLE X

## 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 August 20, 2010, 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 have executed these Articles of Incorporation on this 31st day of August, 2010.

CARLOS M. SIBLESZ

Magali A. Siblesz
MAGALI A. 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 Articles of Incorporation.

IAG CORPORATE SERVICES, INC.

Date: 8/31/10

By: [signature], PRESIDENT
Ivan A. Gomez, President