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JALAHASSIE, FL 32301-2607

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PRIENT HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 039573 6258A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 1, 1996

ORDER TIME : 10:05 AM

ORDER NO. : 039573

CUSTOMER NO: 6258A

CUSTOMER: Ms. Shannon M. Roscini  
BOND SCHOENECK & KING, P.A.

Suite 107  
1167 Third Street South  
Naples, FL 339407098

DOMESTIC FILING

NAME: CBG BIOTECH, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: *BK*

300001917189  
-08/08/96--01104--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

300001917189  
-08/08/96--01104--015  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

G. TAX \_\_\_\_\_  
FILING 52.50  
R. AGENT FEE 35.00  
C. COPY \_\_\_\_\_  
TOTAL 87.50  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

FILED  
SECRETARY OF COMMERCE  
DIVISION OF CORPORATIONS  
95 AUG -1 PM 3:02

FILED  
95 AUG -1 AM 10:19  
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**CBG BIOTECH, LTD.**

**A Florida Limited Partnership**

FILED STATE  
RECORDS  
DIVISION OF  
95 AUG -1 PM 3:02

The undersigned General Partner desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. **NAME OF LIMITED PARTNERSHIP.** The name of the Partnership is

**CBG Biotech, Ltd.**

2. **OFFICE FOR MAINTENANCE OF BUSINESS RECORDS.** The address of the office at which the records of the Limited Partnership will be kept, as required by Florida Statutes § 620.106, is:

**CBG Biotech, Ltd.  
6371 Pelican Bay Boulevard, Suite N-5  
Naples, Florida 34108**

3. **AGENT FOR SERVICE OF PROCESS.** The name and address of the Partnership's agent for service of process in Florida is:

William M. Burke, Esq.  
Bond, Schoeneck & King, P.A.  
1167 Third Street South, Suite 107  
Naples, Florida 33940

95 AUG -1 4 13:02  
SECRET  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE

4. **GENERAL PARTNER.** The name and business address of the General Partner in the Limited Partnership is:

CBG Biotech Inc.  
6371 Pelican Bay Boulevard, Suite N-5  
Naples, Florida 34108

89 500005 0031

5. **MAILING ADDRESS OF PARTNERSHIP.** The mailing address of the Limited Partnership is:

CBG Biotech, Ltd.  
P. O. Box 39026  
Solon, OH 44139

6. **DATE OF DISSOLUTION.** The latest date upon which the Limited Partnership shall dissolve is the thirtieth (30th) anniversary of the commencement of this Partnership.

7. **EFFECTIVE DATE.** This Certificate will become effective and the Limited Partnership will be formed on the latest date of August 1, 1996, or the date this Certificate of Limited Partnership is filed with the Florida Secretary of State.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the CBG BIOTECH, LTD., this 31<sup>st</sup> day of July, 1996.

CBG BIOTECH, LTD.  
CBG Biotech Inc., *General Partner*

By: Gerald W. Camiener  
Gerald W. Camiener, Secretary

96 AUG -1 PM 3:02  
DIVISION OF CORPORATIONS  
OFFICE OF STATE

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for CBG BIOTECH, LTD., a Florida Limited Partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Limited Partnership, hereby agree to accept service of process for said Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Registered Agent:



William M. Burke, Esq.  
Bond, Schoeneck & King, P.A.  
1167 Third Street South, Suite 107  
Naples, FL 34102

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -1 PM 3:02

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, who is the President of the corporation that is the General Partner of CBG BIOTECH, LTD., declares that the capital contribution of the Limited Partner in the Partnership is as follows:

1. The Limited Partner has made a capital contribution in the following amount:

CBG Investments \$1,000.00

2. It is not anticipated at this time that there will be future capital contributions made by the Limited Partner.

Dated: July 31, 1996

CBG BIOTECH, LTD.  
CBG Biotech Inc., *General Partner*

By: Gerald W. Camiener  
Gerald W. Camiener, Secretary

STATE OF Ohio :  
Cuyahoga COUNTY : ss.:

Before me personally appeared GERALD W. CAMIENER, to me personally known to me (X) or who produced \_\_\_\_\_ as identification and who executed the foregoing instrument as Secretary of the above named CBG BIOTECH INC., and who acknowledged to and before me that he executed said instrument as Secretary and that said instrument is the free act and deed of said Corporation.

WITNESS my hand and official seal, this 31<sup>st</sup> day of July, 1996.

Lola P. Payne  
Notary Public

My Commission Expires:  
LOLA P. PAYNE  
Notary Public, State of Ohio  
Recorded in Cuyahoga Cty.  
My Comm. Expires 03-13-98

LOLA P. PAYNE  
Notary Public, State of Ohio  
Recorded in Cuyahoga Cty.  
My Comm. Expires 03-13-98