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Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-08/09/99-01109-003
*****52.50 *****52.50

Re: Psoraya Biotech, Ltd.

Dear Sir or Madam:

Enclosed please find the following documents which we are submitting for purposes of amending the Certificate of Limited Partnership for the above-referenced partnership:

1. Amended and Restated Certificate of Limited Partnership for the Partnership; and
2. A check in the amount of \$52.50, representing the filing fee.

Please forward a stamped copy of the Amended and Restated Certificate of Limited Partnership to the undersigned in the enclosed self-addressed, postage-prepaid envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely,

W. Charles Shuffield

W. Charles Shuffield

WCS:ldr

Enclosures

cc: Mr. Said Moady (w/enc.)
Mr. Nathan Chitty (w/enc.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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A97-1980

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
PSORAYA BIOTECH, LTD.**

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SECRETARY OF CORPORATIONS
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THE UNDERSIGNED, desiring to amend and restate the Certificate of Limited Partnership of Psoraya Biotech, Ltd. (the "Partnership"), Florida Document Number A97000001980, as originally filed with the Florida Secretary of State on September 15, 1997, pursuant to the Revised Uniform Limited Partnership Law of the State of Florida, hereby adopt, file, swear to and certify that the Certificate of Limited Partnership is hereby amended and restated pursuant to the Revised Uniform Limited Partnership Act of the State of Florida to read in its entirety:

1. Name. The name of the Partnership is "PSORAYA PHARMACEUTICALS, LTD.".
2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership and its mailing address is as follows:

3675 Derbyshire Road, Suite 213
Casselberry, Florida 32707.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership is as follows:

W. Charles Shuffield, Esq.
Zimmerman, Shuffield, Kiser & Sutcliffe, P.A.
315 E. Robinson Street, Suite 600
Orlando, Florida 32801.

4. Name and Place of Residence of the General Partner. The name and business addresses of the sole general partner is as follows:

Psoraya General, Inc.
3675 Derbyshire Road, Suite 213
Casselberry, Florida 32707.

5. Term of the Partnership. The latest date upon which the Partnership shall dissolve is December 31, 2027.

6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

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 Amended and Restated Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Psoraya Biotech, Ltd. this 20th day of July, 1999.

GENERAL PARTNER:

PSORAYA GENERAL, INC.

(CORPORATE SEAL)

By: _____

Nathan H. B. Chitty, President
Nathan H. B. Chitty, President

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