



TRANSMITTAL LETTER

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FLORIDA DEPARTMENT OF STATE

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MARMAR BIO Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MAROUN BECHARA
(Name of Person)
The corporation must submit a photocopy of the certificate under oath of the translator, duly authenticated by the Secretary of State, in the proper official having custody of corporate records in the state or country under the law of which it is incorporated. A photocopy is not acceptable. The fee for a certified copy is \$25.00.

ONE BEACH DR. SUITE # 301C
(Address)

Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$25.00. Please send one check for the total amount payable to the Florida Department of State.
St. Petersburg, FL 33701
(City/State)

The transmittal letter included in this packet should be completed and submitted along with the certificate, application and check. Both the mailing address and courier address are noted in the transmittal letter.
Should you need to call someone concerning this matter, please call:

Cheryl Friedland at (813) 347-3848
(Name of Person) (Area Code & Daytime Telephone Number)

For further information concerning this matter should be directed to the Qualification/Tax Lien Section by calling (904) 487-6091 or writing Qualification/Tax Lien Section, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32314.

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. MARMAR BIO, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. 12-06-94
(Date of Incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. MARMAR BIO, INC.

One Beach Drive SE Suite 301-C, St. Petersburg, FL 33701
(Current mailing address)

8. Export
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Cheryl FriedenstaB

Office Address: 1 Beach Drive Suite 301-C

St. Petersburg, Florida, 33701
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Cheryl FriedenstaB
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: MARDUN BECHARA

Address: 7001 574 Ave. N.

St. Petersburg, FL 33710

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MARDUN BECHARA - PRESIDENT

(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State
CERTIFICATE OF INCORPORATION
OF

MARMAR BIC, INC.

I, EDWARD J. FREEL, SECRETARY OF THE STATE OF

DELAWARE: The name of the corporation is MARMAR BIC, INC. IS A TRUE AND CORRECT

SECOND: The registered office of the corporation is located at Three Oxford Centre, 201 N. Walnut Street, Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address same as above.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The authorized shares of stock of this corporation is 100,000 shares of \$1.00 par value.

FIFTH: The name and mailing address of the incorporator is

Vanessa Foster, Three Christina Centre, 201 N. Walnut Street, Wilmington, DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended, from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: July 10, 1994

Vanessa Foster

Edward J. Freel

Edward J. Freel, Secretary of State

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DIVISION OF CORPORATIONS
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AUTHENTICATION: 7718440

950269505

DATE: 11-20-95

**CERTIFICATE OF INCORPORATION
OF**

**MARMAR BIO, INC.
A CLOSE CORPORATION**

FIRST: The name of this corporation is MARMAR BIO, INC.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut Street, Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address same as above.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 100 shares of \$1.00 per value.

FIFTH: The name and mailing address of the Incorporator is

Vanessa Foster, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

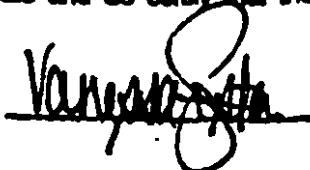
SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: July 18, 1994



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