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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

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Ethical Pharmaceuticals, Inc

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Ethical Pharmaceuticals, 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. New York

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

3. 13-3868885

(FEI number, if applicable)

4. 1/25/96

(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 617.156, F.S.))

7. c/o Ziegler, Ziegler & Altman
750 Lexington Avenue, Suite 1400

New York, New York 10022

(Current mailing address)

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8. To engage in any lawful act or activity for which corporations may be organized under
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of the Florida
Florida) Statutes.

9. Name and street address of Florida registered agent:

Name: Dr. Ronald F. Albano
Ethical Pharmaceuticals, Inc.

Office Address: 325 N.W. 22nd Street

Del Ray Beach, Florida, 33444

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

Ronald F. Albano

(Registered agent's signature) (Officer)

Dr. Ronald F. Albano, President

(Type Name and Title of Officer)

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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Scott A. Ziegler

Address: Ziegler, Ziegler & Altman

750 Lexington Avenue, Suite 1400, New York, N.Y. 10022

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Dr. Ronald F. Albano, Ph.D

Address: 325 N.W. 22nd Street

Del Ray Beach, Florida 33444

Vice President: _____

Address: _____

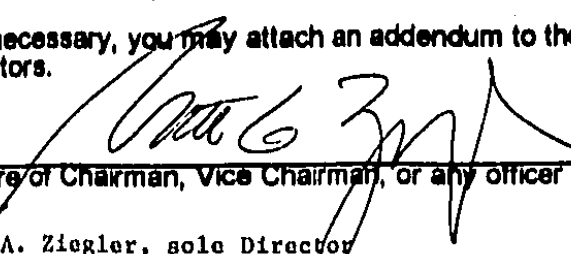
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Scott A. Ziegler, sole Director _____
(Typed or printed name and capacity of person signing application)

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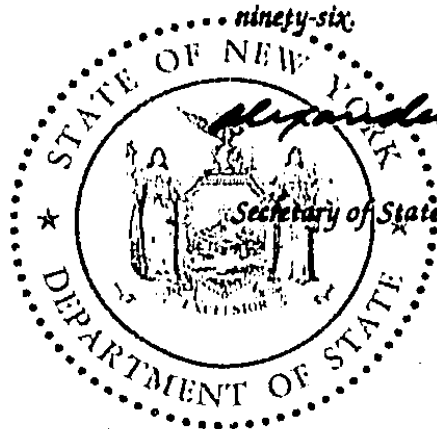
**State of New York
Department of State**

ss:

I hereby certify, that the certificate of incorporation of **ETHICAL PHARMACEUTICALS, INC.** was filed on 01/25/1996, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of February
one thousand nine hundred and

ninety-six.



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