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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-01/23/98--01059--021
*****78.75 *****78.75

SUBJECT: Pharmed International Corp.
(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:

Charles J. Sanchez
(Name of Person)
Pharmed International Corp.
(Firm/Company)
3075 N.W. 107th Avenue
(Address)
Miami, FL 33172
(City, State and Zip Code)

RECEIVED
98 JAN 23 PM 12:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Charles J. Sanchez at (305) 592 - 2324
(Name of Person) Area Code & Daytime Telephone Number

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

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Pharmed International Corp.
(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 3. 65-0717190
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 3, 1996 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 5, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 3075 N.W. 107th Avenue
Miami, FL 33172
(Current mailing address)

8. Wholesaling of pharmaceuticals and medical supplies
(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:

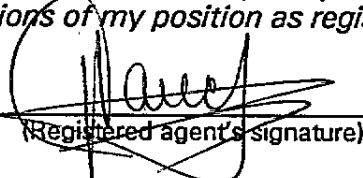
Name: Charles J. Sanchez

Office Address: 3075 N.W. 107th Avenue

Miami, Florida, 33172
(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.


(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: Carlos M. de Cespedes

Address: 3075 N.W. 107th Avenue, Miami, FL 33172

Vice Chairman: Jorge L. de Cespedes

Address: 3075 N.W. 107th Avenue, Miami, FL 33172

Director: Bertin J. Perez

Address: 3075 N.W. 107th Avenue, Miami, FL 33172

Director: William A. Baldwin

Address: 3075 N.W. 107th Avenue, Miami, FL 33172

See attached, continued

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

President: Jorge L. de Cespedes

Address: 3075 N.W. 107th Avenue, Miami, FL 33172

Vice President: Bertin J. Perez

Address: 3075 N.W. 107th Avenue, Miami, FL 33172

VP and Secretary: William A. Baldwin

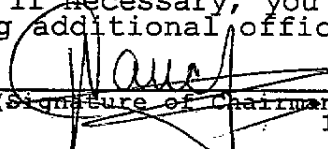
Address: 3075 N.W. 107th Avenue

Treasurer: Bertin J. Perez

Address: 3075 N.W. 107th Avenue, Miami, FL 33172

See attached, continued

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. Charles J. Sanchez, Assistant Secretary, Director
(Typed or printed name and capacity of person signing application)

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12A, continued.

Odelin Fernandez, 3075 N.W. 107th Avenue, Miami, FL 33172
Vice President, Director

Leopoldo A. Garcia, 3075 N.W. 107th Avenue, Miami, FL 33172
Vice President, Director

Charles J. Sanchez, 3075 N.W. 107th Avenue, Miami, FL 33172
Assistant Secretary, Director

12B, continued.

Odelin Fernandez, 3075 N.W. 107th Avenue, Miami, FL 33172
Vice President, Director

Leopoldo A. Garcia, 3075 N.W. 107th Avenue, Miami, FL 33172
Vice President, Director

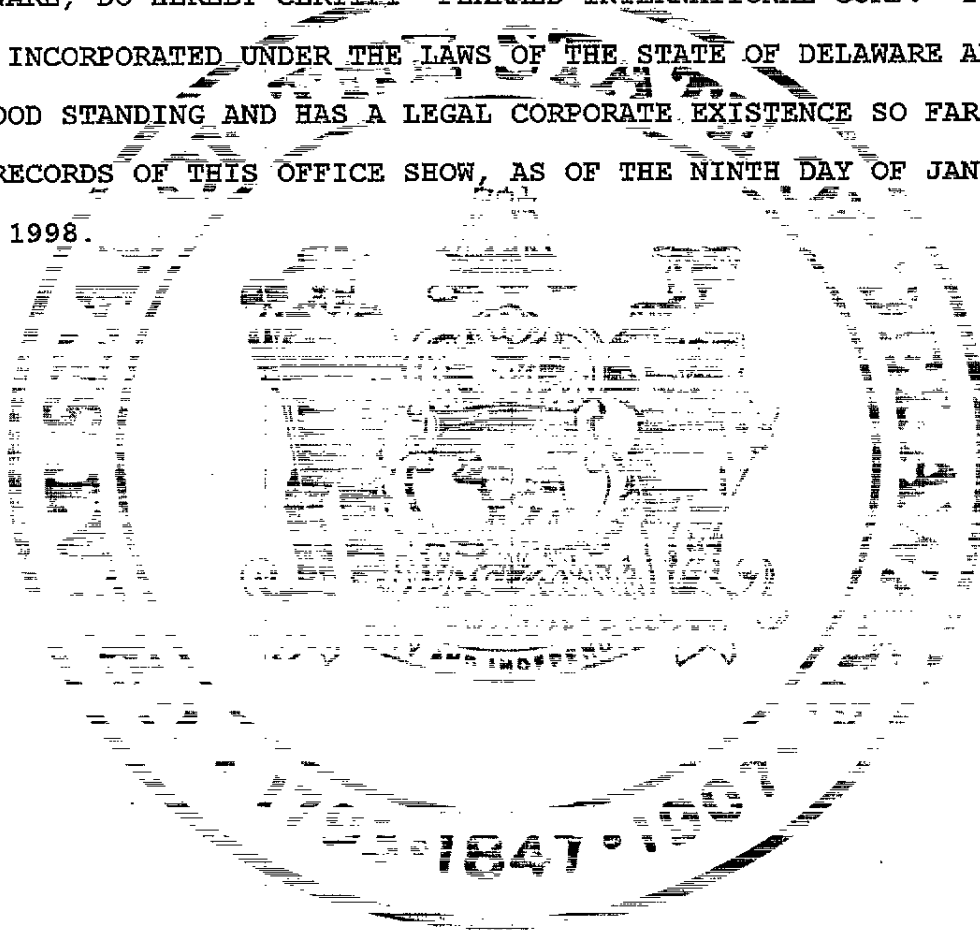
Charles J. Sanchez, 3075 N.W. 107th Avenue, Miami, FL 33172
Assistant Secretary, Director

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHARMED INTERNATIONAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF JANUARY, A.D. 1998.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 8858440

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