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September 3, 2002

Secretary of State
409 E. Gaines Street
Tallahassee, Florida 32314
Attn: Filing Department

Re: Kirk Pharmaceuticals, LLC

200007608252--6
-09/09/02--01088--002
*******33.75 *****33.75**

Dear Sir or Madam:

Enclosed and filed herewith pursuant to Florida Statute §607.1005 are the original and one copy of the Amendment and Restatement of the Articles of Organization for the above captioned company.

Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed, pre-paid envelope provided, together with the notice of document number.

Also enclosed is our check in the amount of \$33.75 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE

W. Rodgers Moore, Esq.

FILED
02 SEP -9 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

BK

C:\My Documents\Copanos\KirkPharmaceuticals\Sec of State Amend letter 090302.doc

FILED
02 SEP -9 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT AND RESTATEMENT
OF
ARTICLES OF ORGANIZATION
OF
KIRK PHARMACEUTICALS, LLC,
a Florida Limited Liability Company

FILED
02 SEP -9 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following are the Amended and Restated Articles of Organization for Kirk Pharmaceuticals, LLC, which is the original name of this limited liability company, which has not been changed by this Amendment and Restatement. The original Articles of Organization were filed May 7, 2002.

ARTICLE I
NAME

The name of this limited liability company is KIRK PHARMACEUTICALS, LLC (the "Company").

ARTICLE II
DATE OF FILING OF ARTICLES OF ORGANIZATION

The Articles of Organization of the Company were filed with the Secretary of State of Florida on May 7, 2002.

ARTICLE III
ADDRESS

The address of the place of business and the mailing address of the limited liability company are:

5317 N.W. 35th Terrace
Fort Lauderdale, Florida 33309

ARTICLE IV
MANAGEMENT

The limited liability company shall be managed by a Manager.

Unless otherwise determined by a vote of a majority in interest of the voting Units or interests of the company held by the Members or as otherwise provided in the Operating Agreement or other agreement between or among Members holding a majority in interest of the Units or interests entitle to vote, the Manager shall be:

JOHN S. COPANOS

The Manager may delegate his power and authority to a board of directors and/or officers, including but not limited to the following officers:

President
Vice President
Secretary
Treasurer

Any officers to which power may be delegated may be removed by the Manager and/or substitutions made by minutes or resolution or other writing without the necessity of further amending these Articles of Organization.

The initial President shall be:

Douglas Klein

The initial Secretary shall be:

Allison G. Edwards, Esq.

The initial Treasurer shall be:

Emanuel Garrido

The foregoing officers shall serve until the effective date of their resignation or until removed or replaced by the Manager by minutes, resolutions or other written document.

ARTICLE V
REGISTERED AGENT

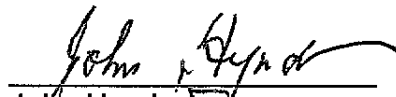
The name and address of the registered agent for service is:

W. Rodgers Moore, P.A.
2424 North Federal Highway
Suite 456
Boca Raton, Florida 33431

The foregoing Restated and Amended Articles of Organization have been duly executed and are being filed in accordance with Florida Statutes Section 608.411.

Executed 28.08., 2002.

MEMBER


John Hynds

FILED
02 SEP -9 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA