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C. LEWIS
JUL 2 2010
EXAMINER

THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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Denis A. Cohrs, Esq.
Joanna J. Ozkaya, Esq.
Robert B. Hicks, Esq., of counsel

June 30, 2010

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Belcher Pharmaceuticals Acquisition, LLC

Dear Sir:

Enclosed herewith are an original and one copy of the fully executed Articles of Organization in connection with the referenced LLC. Please file the Articles and return one filed-stamp copy to this office in the postage paid envelope provided herewith. Also enclosed is this firm's check in the amount of \$125.00, the amount necessary to file the Articles of Organization.

If you should have any questions or concerns, please feel free to contact this office.

Sincerely,



Tammaree J. Reeves
Legal Assistant

tjr
Encls.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BELCHER PHARMACEUTICALS ACQUISITION, LLC

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, pursuant to, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with Chapter 608, Fla. Stat. and the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is **BELCHER PHARMACEUTICALS ACQUISITION, LLC.**

ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION

The existence of this Limited Liability Company shall commence on June 30, 2010, and it shall thereafter have perpetual existence.

ARTICLE III
PURPOSES

This Limited Liability Company may engage in the transaction of any or all lawful business for which a limited liability company may be organized under the laws of the State of Florida.

ARTICLE IV
MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and principal place of business of this Limited Liability Company shall be:

**6911 Bryan Dairy Rd., Suite 210
Largo, Florida 33777**

and such other place or places as properly approved from time to time determine.

ARTICLE V
REGISTERED AGENT

The initial Registered Agent and Registered Office of this Limited Liability Company shall be:

**The Cohrs Law Group, P.A.
1901 Ulmerton Road, Suite 425
Clearwater, Florida 33762**

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TALLAHASSEE, FLORIDA

ARTICLE VI
MANAGEMENT OF BUSINESS

The conduct and management of this Limited Liability Company, pursuant to specific rules of conduct enumerated in the Operating Agreement of this Limited Liability Company, shall be vested in a Board of Manger(s).

ARTICLE VII
OPERATING AGREEMENT

This Limited Liability Company shall have at least two classes of membership and the specific rights and restrictions regarding each class shall be set forth in the Operating Agreement. All voting rights related to this Limited Liability Company, including, but not limited to, the appointment of the Board of Mangers of this Limited Liability Company, shall be vested in the Class A Members. The Class A Members of this Limited Liability Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this Limited Liability Company not inconsistent with laws of the State of Florida or these Articles. The rights of each class of Membership shall be set forth in the Operating Agreement. Except as expressly provided for in the Operating Agreement, the power to alter, amend or repeal such an Operating Agreement shall be vested in the Class A Members of this Limited Liability Company in the manner set forth therein.

ARTICLE VIII
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to this Limited Liability Company, or acquired by this Limited Liability Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of this Limited Liability Company.

ARTICLE IX
TRANSFERABILITY OF MEMBERS' INTEREST;
ADMISSION OF NEW MEMBERS

A Member's interest in this Limited Liability Company, irrespective of class, may not be pledged, assigned, hypothecated, levied, sold, transferred or executed upon, whether voluntarily or involuntarily, except upon the unanimous written consent of all Class A Members of the Limited Liability Company, which consent may be withheld for any reason whatsoever, provided, however, in establishing a class of membership, the Board of Managers, with the consent of the Class A Members, may provide advance approval for transferability of a specified class of membership and set forth the same in the Operating Agreement. Without written consent, no transfer shall be recognized by this Limited Liability Company and the transferee shall not be entitled to become a Member, to participate in the management of this Limited Liability Company, to share in profits and losses, to receive any distributions, or to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assignor was entitled. Additional members may be admitted from time with the majority consent of the Class A Members, on such terms and conditions as are set forth in the Operating Agreement of this Limited Liability Company.

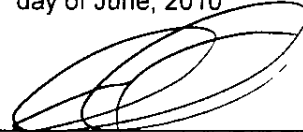
ARTICLE X
INDEMNIFICATION

This limited liability company shall indemnify any member, former member, manager or former manger to the full extent permitted by Section 608.4229, Florida Statutes (2009), as amended from time-to-time.

**ARTICLE XI
AMENDMENTS**

Except as expressly provided for in the Operating Agreement, these Articles may be amended from time to time by the majority agreement of the Class A Members, and the amendments shall be filed, duly signed by an authorized representative of the Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 30th day of June, 2010



Denis A. Cohrs, authorized agent

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.

The Cohrs Law Group, P.A.

By: 

Denis A. Cohrs, Esq.

Date: June 30, 2010

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