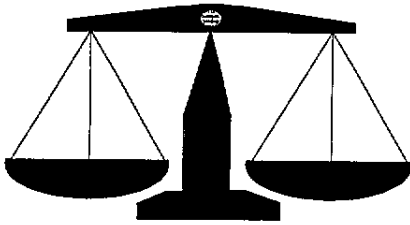


L98000000434



Gram Holdings, Inc.

THE TATE EXECUTIVE BUILDING
1175 NE 125th STREET, SUITE #421
NORTH MIAMI, FLORIDA 33161
UNITED STATES of AMERICA

TEL. (305) 891-0810 FAX (305) 891-0830

E.MAIL -- AMuthra@world.att.net

March 2, 1998

The Florida Department of State
The Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

300002478503-9
-04/03/98--01086--001
****285.00 ****285.00

Subject: AUROBINDO PHARMA LIMITED COMPANY

Enclosed is an original and one (2) copy of the Articles of Incorporation and our check for \$285.00.

From:

ANTHONY MUTHRA
Gram Holdings, Inc.
1175 NE 125th Street, Suite 421
North Miami, FL 33161
Tel.# (305) 891 0810

FILED
98 MAR -3 PM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed

Anthony Muthra

L98-434

Name	OK
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

**ARTICLES OF ORGANIZATION FOR A FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is

AUROBINDO PHARMA LIMITED COMPANY.

ARTICLE II - Address

The address of the company is:

1175 NE 125th street suite 421
North Miami, FL 33161
United States of America

ARTICLE III - Duration

The duration of the company is perpetual

ARTICLE IV - Management

The Limited Liability Company is to be managed by the managers. The name and address of such managers who are to serve as managers are:

M. Premanandam
Plot #2, Maithrivar, Behind Maitrivaman
Ameerpet, Hyberdad, India 500 038

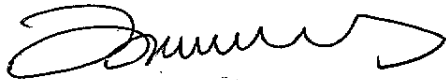
G.P Prasad
Plot #2, Maithrivar, Behind Maitrivaman
Ameerpet, Hyberdad, India 500 038

FILED
98 APR -3 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorised representative of a member of AUROBINDO PHARMA LTD., Hyderabad, India certifies :

1. The above named limited liability company has atleast two members ;
2. The total amount of cash contributed by the member(s) is \$ _____
3. If any the agreed value of property other than cash contributed by member(s) is \$ _____
(A description of the property is attached and made a part hereto); and
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 200,000

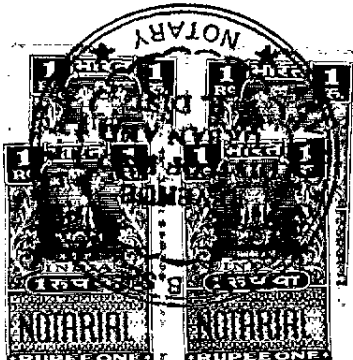


Signature of a member or an authorized representative of a member

(In accordance with section 608, 408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Mr. P. V. RAMPRASAD REDDY

Typed or printed name of the signee



Arvind Godhole
NOTARY PUBLIC
Arvind Godhole,
B.Sc. LL.B. D.L.L.M.
A.P. Gruhakalpa Building,
M.J. Road, HYDERABAD.
Appointed by the Govt. A.P.

'ATTESTED'

Entered on Notarial Register
On Page No.....125.....S. No.....226.....1988

FILED
98 APR -2 PM 4:09
SECRETARY TO THE STATE

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

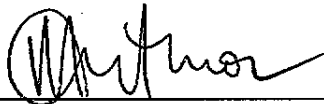
Pursuant to the provision of section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statements to designate a registered office and registered agent in the state of Florida.

The name of the Limited Liability Company is **AUROBINDO PHARMA LIMITED COMPANY**

The Name and Florida street address of the registered agent is:

**ANTHONY MUTHRA
1175 NE 125th St.
North Miami, FL 33161**

Having been named as registered agent and to accept service process for the above stated Limited Liability Company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Anthony Muthra

FILED
98 APR -3 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA