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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 178271 4304990
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 22, 1999

ORDER TIME : 9:28 AM

ORDER NO. : 178271-005

CUSTOMER NO: 4304990

400002815034--6
-03723/99--01011--025
****285.00 ****285.00

CUSTOMER: Jane Gilman, Legal Assistant
ROPES & GRAY
ROPES & GRAY
One International Place
Boston, MA 02110

RECEIVED

99 MAR 23 AM 9:52

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: LIBERTY PHARMACEUTICAL, LC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

Table with columns: Name Availability, Document Examiner, Updater, Under, Verifier, Acknowledgment, W. P. Verifier. Includes handwritten initials and a large '23' in a circle.

99-1756

FILED
99 MAR 23 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 1999

ANGIE GLISAR
CSC

SUBJECT: LIBERTY PHARMACEUTICAL, LC
Ref. Number: W99000006904

RESUBMIT

Please give original
submission date as file date.

We have received your document for LIBERTY PHARMACEUTICAL, LC and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 999A00014388

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

Liberty Pharmaceutical., LC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

600 Cleveland Street
Suite 910
Clearwater, Florida 33755

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Janet Dees
600 Cleveland Street
Suite 910
Clearwater, Florida 33755

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

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TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted to the Limited Liability Company without the consent of the Member and the Board of Managers in accordance with the applicable provisions of the Operating Agreement of the Limited Liability Company.

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ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Not Applicable.

NOTE: If no provisions are to be made in Article V and VI remove this page before submitting for filing with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Liberty
Pharmaceutical, LC deposes and says:

- 1) the above named limited liability company has ^{one}~~at least two~~ members.
- 2) the total amount of cash contributed by the member(s) is \$ 5,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 5,000.00
This total includes amounts from 2 and 3 above.

Janet Nees
Signature of a member or 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.)

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Liberty Pharmaceutical, LC

2. The name and address of the registered agent and office is:

Janet Dees
(NAME)

600 Cleveland Street, Suite 910
(P. O. Box NOT ACCEPTABLE)

Clearwater, Florida 33755
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of 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 obligations of my position as registered agent.

Janet R. Dees
(SIGNATURE)

2/25/99
(DATE)

Filing Fee: \$ 35 for Designation of Registered Agent