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SANCHELIMA & ASSOCIATES, P.A.

PATENTS, TRADEMARKS & COPYRIGHTS
ATTORNEY AT LAW

J. Sanchelima, Reg. Pat. Atty.
Albert Bordas, Patent Agent

Wednesday, February 23, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: LAIN PHARMACEUTICALS, INC.
Our file No. 20135

000003150380--8
-02/28/00--01151--012
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above referenced entity, along with our check in the amount of \$ 87.50, to cover the pertinent filing fees, a Certified copy of the Articles of Incorporation, and a Certificate of Status.

If you have any questions or comments in regard to this matter, please do not hesitate to contact us.

David GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article*
DATE *3/8*
DOC. EXAM *BC*

Very truly yours,

SANCHELIMA & ASSOCIATES, P.A.

Jesus Sanchelima, Esq.
Jesus Sanchelima, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JS/gc

Enclosures: Articles, copy, check and postcard.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LAIN PHARMACEUTICALS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of the corporation shall be:

LAIN PHARMACEUTICALS, INC.

C/o Jesus Sanchelima, Esq.
235 S.W. Le Jeune Rd.
Miami, Florida 33134

ARTICLE II

DURATION OF THE CORPORATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

AUTHORIZED CAPITAL

The corporation shall be authorized to issue 100 shares of common stock of \$ 1.00 par value, for the total authorized capital of \$ 100.00 .

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V
DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial directors of this corporation are as follows:

Miguel Ernesto Flores President	Edificio Industrial Los Proceres P.O.Box 150 Tegucigalpa, Honduras
Xavier Urquia Vice-President	Edificio Industrial Los Proceres P.O.Box 150 Tegucigalpa, Honduras
Vivian Batres Secretary	Edificio Industrial Los Proceres P.O.Box 150 Tegucigalpa, Honduras
Miguel Flores Batres Treasurer	Edificio Industrial Los Proceres P.O.Box 150 Tegucigalpa, Honduras

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 235 S.W. Le Jeune Rd., Miami, Fl. 33134 and the name of the initial registered agent at that address is Jesus Sanchelima .

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

Jesus Sanchelima, Esq.
235 S.W. Le Jeune Rd.
Miami, Florida 33134
(305) 447-1617

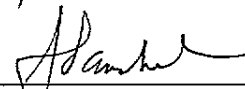
ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this name, on the 23rd day of February, 2000.



Jesus Sanchelima

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ACCEPTANCE BY REGISTERED AGENT
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned hereby accepts the appointment as Registered
Agent of LAIN PHARMACEUTICALS, INC.

Dated this 23rd day of February, 2000.

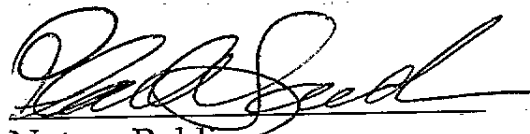

JESUS SANCHELIMA, Reg.

Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Jesus Sanchelima, to me well known to be the person described in and
who executed the foregoing instrument, and acknowledged to and before
me that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal, this 23 day of
FEBRUARY, 2000.


Notary Public
State of Florida at Large

My commission Expires:

