

FROM
Division of Corporations

(FRI) 4. 7' 00 15:04/ST. 15:00/NO. 4863333197_P_1

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2000 APR -7 AM 9:19

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FLORIDA PROFIT CORPORATION OR P.A.

AEM Therapeutics, Inc.

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AR 4/10

FROM

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Articles of Incorporation
of
AEM Therapeutics, Inc.

THE UNDERSIGNED, acting as the sole Incorporator of AEM Therapeutics, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is:

AEM Therapeutics, Inc.

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Shares

The total number of shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, consisting of a single class of common stock having a par value of \$1.00 per share.

ARTICLE IV
Principal Office

The address of the principal office of the Corporation is 125 Baltic Circle, Tampa, Florida 33606. The location of the Principal office shall be subject to changes as may be provided in bylaws duly adopted by the Corporation.

Stephen A. Crane, Esquire
Florida Bar # 207446
Folcy & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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ARTICLE V

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is, 125 Baltic Circle, Tampa, Florida 33606 and the initial registered agent at such address is Avery J. Evans, M.D.

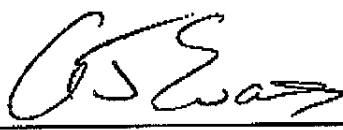
ARTICLE VI

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows:

Avery J. Evans, M.D.
125 Baltic Circle
Tampa, Florida 33606.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the ____ day of April, 2000.

 4/6/00

Avery J. Evans, M.D., Incorporator

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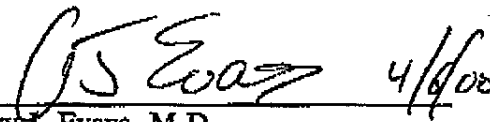
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article VI of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of AEM Therapeutics, Inc.

DATED: Effective April _____, 2000.


Avery J. Evans, M.D.
Title: President

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