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AUTHORIZATION *Patricia Pigatto*

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2001 APR 18 PM 2:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : April 18, 2001

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ORDER NO. : 119386-005

CUSTOMER NO: 4301811

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CUSTOMER: Bruce Brumberg, Legal Asst
Phillips, Nizer, Benjamin,
Krim & Ballon
666 Fifth Avenue

New York, NY 10103-0084

DOMESTIC FILING

NAME: SOMATOCOR PHARMACEUTICALS,
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JEANINE REYNOLDS EXT. 1133

EXAMINER'S INITIALS:

RECEIVED
01 APR 18 PM 1:02
DIVISION OF CORPORATION

JR
4/18/01

ARTICLES OF INCORPORATION

OF

SOMATOCOR PHARMACEUTICALS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Somatocor Pharmaceuticals, Inc.

SECOND: The street address of the initial principal office of the Corporation is 5507 NW 80th Avenue, Gainesville, Florida 32653.

THIRD: The total number of shares of all classes which the Corporation is authorized to issue is ten million (10,000,000) consisting of five million (5,000,000) shares of Common Stock, par value \$0.001 per share, and five million (5,000,000) shares of Preferred Stock, par value \$0.001 per share.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is 5507 NW 80th Avenue, Gainesville, Florida 32653. The name of the initial registered agent of the Corporation at the said registered office is Gideon Shapiro. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Bruce J. Brumberg

Phillips Nizer Benjamin Krim & Ballon LLP
666 Fifth Avenue
New York, New York 10103

SIXTH: The Board of Directors of the Corporation may determine, to the fullest extent permitted by the provisions of the Florida Business Corporation Act as the same may be amended and supplemented, the preferences, limitations and relative rights of any class of shares before the issuance of any shares of that class, or of one or more series within a class before the issuance of any shares of that series.

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said

provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on April 13, 2001

Bruce J. Brumberg
Bruce J. Brumberg, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: Gideon Shapiro
Gideon Shapiro

Date: April 17, 2001

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