ACCOUNT NO. : 072100000032

REFERENCE: 164409___7273231

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: May 25, 2001

ORDER TIME : 9:41 AM

ORDER NO. : 164409-001

CUSTOMER NO: 7273231

CUSTOMER: Mr. Lawrence J. Cohen

Mr. Lawrence J. Cohen

1055 West Lake Street

Hollywood, FL 33019

DOMESTIC FILING

NAME:

BIOTECH GROUP, 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: Deborah Schroder - EXT. 1118 EXAMINER'S INITIALS:



100004334181--6

2001 MAY 30 PM 1: 09

ARTICLES OF INCORPORATION

OF

SEUR HASSEE FLORIDA

BIOTECH GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The address of the principal office of this corporation shall be 1125 N.E. 125th Street, #206, North Miami, Florida 33161, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock without par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office

of the corporation shall be 1201 Hays Street, Tallahassee,

Florida 32301, and the name of the initial registered agent

of the corporation at that address is Corporation Service

Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under
the authority of, and the business and affairs of the
corporation managed under the direction of its Board of
Directors, subject to any limitation set forth in these
Articles of Incorporation. This corporation shall have
two Directors, initially. The names and addresses of the
initial members of the Board of Directors are:

Lawrence J. Cohen

1055 West Lake Street Hollywood, Florida 33019

Howard Zalkin

--2080 N.E. 197 Terrace North Miami Beach, Florida 33179

2001 HAY 30 PM 1: 09

ARTICLE VII. INCORPORATOR

SECRETARY OF STATE

The name and street address of the incorporator Atlassee FLORIDA these Articles of Incorporation:

> The Company Corporation The Company Corporation 2711 Centerville Road Suite 400 Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on May 29, 2001.

Lleborah W. Skupper It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Position accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Weborah N. Skipper
Tt's Agent, Deborah D. Skipper

TJW/DEBORAH SCHRODER