

PO1000076468

LAW OFFICE OF
STANLEY JAY BARTEL, ESQ.

46 SOUTHWEST FIRST STREET • 4TH FLOOR
MIAMI, FLORIDA 33130-1610

TELEPHONE (305) 358-4949
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01 AUG - 1 PM 12:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 31, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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-08/01/01--01064--017
****122.50 *****78.75

Re: Articles of Incorporation - PROPHARMEX, INC.

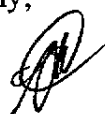
Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$122.50 to cover incorporation fees.

Kindly send us a Certificate of Incorporation, Acknowledgment of Filing and a date-stamped copy of the Articles, for which an extra copy of the Articles is herewith enclosed.

Thank you for your cooperation in this matter.

Sincerely,



STANLEY JAY BARTEL

SJB:ma

Enclosures: Original and two (2) copies of Articles of Incorporation; Check in the amount of \$122.50

PS/3/07

**ARTICLES OF INCORPORATION
OF
PROPHARMEX, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby organize and incorporate a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: **PROPHARMEX INC.**

ARTICLE II

NATURE OF BUSINESS

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

ARTICLE III

CAPITAL STOCK

This corporation is authorized to initially issue One Hundred (100) Shares of Common Capital Stock having a par value of Five (\$5.00) Dollars per share. The Directors of the corporation, with the consent of all Stockholders, may in their discretion authorize the issuance of additional shares of Common Capital Stock, or new shares divided into classes (with preferences, limitations, relative rights, if any, to be determined by such Board) or both, as they may determine to be in the best interests of the corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital within which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

BEGINNING OF CORPORATE EXISTENCE AND CORPORATE ACCOUNTING

The date of corporate existence is the date of filing of these Articles with the Secretary of State. The commencement date of this corporation, solely for accounting purposes, shall be August 1, 2001.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

ADDRESS

The initial Post Office address of the principal office of this corporation in the State of Florida until changed by the Board of Directors, shall be 3381 Fairlane Farms Road, Wellington, Florida 33414-8797.

The Board of Directors may, from time to time, move the principal office to any other address or establish other offices in other locations.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) initial Directors:

Erol Celikoglu - President and Director

Frank P. Suess - Vice President, Treasurer and Director

Rita Celikoglu shall be the initial Secretary of the corporation but shall not be a Director.

The number of Directors may be increased from time to time by the affirmative vote of all Directors coupled with the consent of all Stockholders.

ARTICLE IX

DIRECTORS POWERS TO MAKE OR AMEND BYLAWS

The initial Directors of this corporation, who shall hold office, absent earlier resignation, for the first corporate year, or until the approval of a majority of the Stockholders of the corporation, by consent in writing or at a meeting called for such purpose, shall have the power to make and amend its Bylaws.

ARTICLE X

INITIAL SUBSCRIBER

The name and Post Office address of the initial subscriber to these Articles of Incorporation who has agreed to subscribe to 100 shares of stock having a par value of Five (\$5.00) per share, is Stanley Jay Bartel, Trustee.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Office and Registered Agent of the corporation shall be: Stanley Jay Bartel, 46 S.W. First Street, 4th Floor, Miami, FL 33130.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders' meeting by unanimous agreement of all

Stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

VOTING

Where Stockholder approval is required for any action, in order to be effective the unanimous agreement of all Stockholders shall be required.

ARTICLE XV

TRANSFER AND VOTING OF SHARES

The shareholders may enter into agreements among themselves and with the corporation for restricting the transfer of their shares for voting shares; for the redemption of their shares by the corporation and for any other matter which they deem appropriate and which is permitted by law. Any such agreements, however, to be effective as between the corporation and the Stockholders, shall require the unanimous consent of all individuals holding issued and outstanding voting stock in the corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and has acknowledged and filed, in the Office of the Secretary of State of the State of Florida, as the subscriber of the foregoing Articles of Incorporation this 31 day of July, 2001.


STANLEY JAY BARTEL, TRUSTEE

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE :

BEFORE ME, the undersigned authority, personally appeared STANLEY JAY BARTEL,
as Trustee, who is personally known to the undersigned and who did take an oath, who deposes
and says that he has read the foregoing Articles of Incorporation and that he has freely and
voluntarily executed same, for the uses and purposes therein expressed.

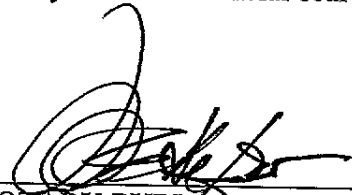
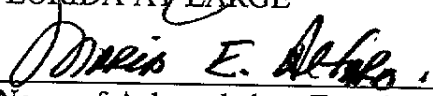

STANLEY JAY BARTEL

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County
and State, this 31st day of July, 2001.



Maria E. Alfaro
MY COMMISSION # CC986356 EXPIRES
December 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

My Commission Expires:


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

(Name of Acknowledger Typed,
Printed or Stamped)
(Title or Rank)
(Serial Number, if any)

FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

01 AUG -1 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That PROPHARMEX, INC. desiring to qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 3381 Fairlane Farms Road, Wellington, FL 33414-8797 has designated Stanley Jay Bartel, 46 Southwest First Street, 4th Floor, Miami, FL 33130, as its agent to accept process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Stanley Jay Bartel, Resident Agent