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BASIC AMENDMENT

CATALYST PHARMACEUTICAL PARTNERS, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CATALYST PHARMACEUTICAL PARTNERS, INC.**

Catalyst Pharmaceutical Partners, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on January 4, 2002.
2. The Amended and Restated Articles of Incorporation set forth herein have been duly approved by joint unanimous written consent dated October 30, 2002 of the Board of Directors and the shareholders of the Corporation in accordance with Sections 607.0821 and 607.0704 of the Act.
3. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

**ARTICLE I
NAME**

The name of the corporation is **CATALYST PHARMACEUTICAL PARTNERS, INC.**, (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 420 South Dixie Highway, Suite 2B, Coral Gables, Florida 33146.

**ARTICLE III
CAPITAL STOCK**

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Thirty-Five Million (35,000,000) shares, of which Five Million (5,000,000) shares shall be Preferred Stock, having a par value of \$.01 per share ("Preferred Stock"), and Thirty Million (30,000,000) shares shall be Common Stock, having a par value of \$.01 per share ("Common Stock"). The Board of Directors is expressly authorized to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, except as may otherwise be required under the Florida Business Corporation Act.

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FAX AUDIT #: H03000093881 8

A. Preferred Stock

Subject to any limitations prescribed by the Florida Business Corporation Act, the Board of Directors or any authorized committee thereof is expressly authorized to provide for the issuance of the shares of Preferred Stock in one or more series of such stock, and by filing an amendment to these Articles of Incorporation designating such Preferred Stock pursuant to applicable law of the State of Florida, to establish or change from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and the relative, participating, optional or other special rights of the shares of each series and any qualifications, limitations and restrictions thereof. Any action by the Board of Directors or any authorized committee thereof under this Article III to fix the designations, powers, preferences and the relative, participating, optional or other special rights of the shares of a series of Preferred Stock and any qualifications, limitations and restrictions thereof shall require the affirmative vote of a majority of the directors then in office or a majority of the members of such committee. The Board of Directors or any authorized committee thereof shall have the right to determine or fix one or more of the following with respect to each series of Preferred Stock to the extent permitted by law:

(a) The distinctive serial designation and the number of shares constituting such series;

(b) The dividend rates of the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, the payment date or dates for dividends, and the participating and other rights, if any, with respect to dividends;

(c) The voting powers, full or limited, if any, of the shares of such series;

(d) Whether the shares of such series shall be redeemable and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;

(e) The amount or amounts payable upon the shares of such series and any preferences applicable thereto in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(f) Whether the shares of such series shall be entitled to the benefit of a sinking or retirement fund to be applied to the purchase or redemption of such shares, and if so entitled, the amount of such fund and the manner of its application, including the price or prices at which such shares may be redeemed or purchased through the application of such fund;

(g) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such

FAX AUDIT #: H03000093881 8

conversion to exchange;

(h) The price or other consideration for which the shares of such series shall be issued;

(i) Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of Preferred Stock (or series thereof) and whether such shares may be reissued as shares of the same or any other class or series of stock; and

(j) Such other powers, preferences, rights, qualifications, limitations and restrictions thereof as the Board of Directors or any authorized committee thereof may deem advisable.

B. Common Stock

Section 1. General. Except as herein otherwise expressly provided, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

Section 2. Voting. Each holder of record shall be entitled to one vote for each share of Common Stock standing in his name on the books of the Corporation.

Section 3. Dividends. Subject to applicable law the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion, with each share of Common Stock sharing equally, share for share, in such dividends.

Section 4. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation Event"), after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

Section 5. Notices. In the event that the Corporation provides any notice, report or statement to any holder of Common Stock, the Corporation shall at the same time provide a copy of any such notice, report or statement to each holder of outstanding Common Stock.

ARTICLE IV **DIRECTORS**

Section 1. General. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as otherwise provided herein or required by law.

H03000093881 8

FAX AUDIT #: H03000093881 8

Section 2. Number and Election of Directors. Subject to the rights of the holders of any series of Preferred Stock or any other series or class of stock to elect directors under specified circumstances, the number of directors constituting the Board of Directors of the Corporation shall be as set forth in the By-Laws, as amended, and the number of directors may be changed by the Board of Directors, from time to time, by appropriate resolution of the Board of Directors. The directors shall be elected at the annual meeting of the shareholders. Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

Section 3. Terms of Directors. Each director elected at an annual meeting of shareholders shall hold office until the next succeeding annual meeting and until his successor shall have been elected and qualified or until his or her earlier resignation, removal or death, except as otherwise provided in these Articles of Incorporation or in the By-Laws.

Notwithstanding the foregoing, whenever, pursuant to the provision of Article III of these Articles of Incorporation, the holders of any one or more series of Preferred Stock shall have the right, voting separately as a series or together with holders of other such series, to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of these Articles of Incorporation and any statement of designations applicable thereto.

During any period when the holders of any series of Preferred Stock have the right to elect additional directors as provided for or fixed pursuant to the provisions of Article III hereof, then upon commencement and for the duration of the period during which such right continues; (i) the then otherwise total authorized number of directors of the Corporation shall automatically be increased by such specified number of directors, and the holders of such Preferred Stock shall be entitled to elect the additional directors so provided for or fixed pursuant to said provisions, and (ii) each such additional director shall serve until such director's successor shall have been duly elected or qualified, or until such director's right to hold such office terminates pursuant to said provisions, whichever occurs earlier, subject to such director's earlier resignation, removal or death. Except as otherwise provided by the Board of Directors in the resolution or resolutions establishing such series, whenever the holders of any series of Preferred Stock having such right to elect additional directors are divested of such right pursuant to the provisions of such stock, the terms of office of all such additional directors elected by the holders of such stock, or elected to fill any vacancies resulting from the resignation, removal or death of such additional directors, shall forthwith terminate and the total and authorized number of directors of the Corporation shall be reduced accordingly.

Section 4. Vacancies. Subject to the rights, if any, of the holders of any series of Preferred Stock to elect directors and to fill vacancies in the Board of Directors relating thereto, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a director, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even if less than a quorum of the Board of Directors. Any director appointed in accordance with the preceding sentence shall hold office until the next election of directors by the shareholders and until such director's successor shall have been duly elected or qualified or until his or her earlier resignation, removal or death. In

FAX AUDIT #: H03000093881 8

the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board of Directors until the vacancy is filled.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is One S.E. 3rd Avenue, 28th Floor, Miami, FL 33131. The name of the Corporation's registered agent at that office is: American Information Services, Inc.

ARTICLE VI

AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal these Articles of Incorporation in the manner now or hereafter prescribed by statute and these Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation. No amendment or repeal of these Articles of Incorporation shall be made unless the same is first approved by the Board of Directors pursuant to a resolution adopted by the Board of Directors in accordance with Section 607.0821 of the Florida Business Corporations Act, and, except as otherwise provided by law, thereafter approved by the shareholders. Whenever any vote of the holders of voting stock is required, and in addition to any other vote of holders of voting stock that is required by these Articles of Incorporation or by law, the affirmative vote of a majority of the total votes eligible to be cast by holders of voting stock with respect to such amendment or repeal, voting together as a single class at a duly constituted meeting of shareholders called expressly for such purpose shall be required to amend or repeal any provisions of these Articles of Incorporation; provided, however, that the affirmative vote of not less than 80% of the total votes eligible to be cast by holders of voting stock, voting together as a single class, shall be required to amend or repeal any of the provisions of Article VI of these Articles of Incorporation.

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by the Florida Business Corporation Act. In the case of proceedings instituted by or on behalf of the Corporation against such person, indemnification may be granted for expenses of litigation, but in no event shall indemnification be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless and only to the extent that the court in which such proceeding was brought or any other court of competent jurisdiction shall determine upon application that, despite the adjudication of liability, and in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper. Notwithstanding the above, no director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, act or failure to act, regarding corporate

FAK 'AUDIT #: H03000093881 8

management or policy unless (1) the director breached or failed to perform his duties as a director, and (2) the breach or failure to perform constitutes (i) a violation of criminal law, unless such director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly, (iii) a circumstance under which a director approves an unlawful distribution to its shareholders, (iv) in a proceeding by, or on behalf of the Corporation to procure a judgment in its favor or on behalf of a shareholder for the conscious disregard for the best interests of the Corporation or willful misconduct; or (v) in a proceeding by, or on behalf of someone other than the Corporation or a shareholder for recklessness or an act of omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 27 day of March, 2003.


Patrick J. McEnany
Chief Executive Officer