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ACCOUNT NO. : 072100000032

REFERENCE : 664674 7177511

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 16 AM 11:34

FILED

ORDER DATE : July 16, 2002

ORDER TIME : 1:17 PM

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ORDER NO. : 664674-005

CUSTOMER NO: 7177511

CUSTOMER: Ms. Jessica M. Beckner
Rossway, Moore & Taylor
Suite 200
5070 N. Highway Ala
Vero Beach, FL 32963

DIVISION OF CORPORATION

02 JUL 16 PM 2:23

RECEIVED

DOMESTIC FILING

NAME: WOMEN'S HEALTH SCIENCES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS: _____

7-17-02
[Signature]
4

ARTICLES OF INCORPORATION

OF

Women's Health Sciences, Inc.

FILED
02 JUL 16 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be as follows:

Women's Health Sciences, Inc.

The principal place of business of this corporation shall be 780 U.S. Highway 1, Suite 300, Vero Beach, Florida 32962, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall be formed for the specific purpose of conducting health sciences related research and may engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be **780 U.S. Highway 1, Suite 300, Vero Beach, Florida 32962**, and the name of the initial registered agent of the corporation at that address is **Ioana G. Carabin, M.D.**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION


This corporation shall be organized, if the shareholder so elects and if the corporation qualifies, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

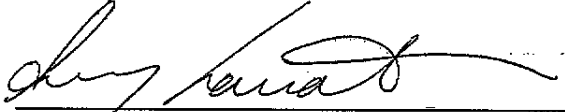
Ioana G. Carabin, M.D.
780 U.S. Highway 1, Suite 300
Vero Beach, Florida 32962

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 15 day of July, 2002.


(Name: Ioana G. Carabin, M.D.)

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Ioana G. Carabin, M.D., whose address is as follows: 780 U.S. Highway 1, Suite 300, Vero Beach, Florida 32962, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*.


(Name: Ioana G. Carabin, M.D.)

Date: July 15, 2002

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TALLAHASSEE, FLORIDA