

Division of Corporations

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# P02000091533

Florida Department of State  
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## FLORIDA PROFIT CORPORATION OR P.A.

Metagen Pharmaceutical, Inc.

Certificate of Status	0
Certified Copy	1
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**Articles of Incorporation  
of  
Metagen Pharmaceutical, Inc.  
A Florida Corporation**

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The undersigned, acting as Incorporator of Metagen Pharmaceutical, Inc., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the corporation is Metagen Pharmaceutical, Inc. and the street address of the initial principal office of the Corporation is 200 East Las Olas Boulevard, 19<sup>th</sup> Floor, Fort Lauderdale, FL 33301.

**ARTICLE II  
PURPOSE**

The Corporation is organized for the purpose of engaging in the manufacture, sale and distribution of pharmaceuticals, prescription drugs and medicines and transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue 50,000,000 shares of \$.001 par value Common Stock of which 10,000,000 shares will be voting common stock and 40,000,000 will be non-voting common stock. The holders of voting common stock and non-voting common stock shall have the same dividend, liquidation and dissolution rights but only the owners of voting common stock shall have the right to vote on the basis of one vote per share.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, FL 33301. The name of the initial Registered Agent of the Corporation is William T. Coleman, Esq.

**ARTICLE V  
INITIAL BOARD OF DIRECTORS**

The Board of Directors shall initially have one Director to hold office until the first Meeting of Directors and Shareholders and his successor(s) shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The name and address of the initial Director of the Corporation is:

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NAME

ADDRESS

Gerard M. Finley

234 Lombard Street  
Philadelphia, PA 19147

ARTICLE VI  
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

NAME

ADDRESS

William T. Coleman

Brinkley, McNerney, Morgan, Solomon & Tatum,  
LLP  
200 East Las Olas Blvd., Suite 1900  
Fort Lauderdale, FL 33301

ARTICLE VII  
SHAREHOLDERS' PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have preemptive rights set forth in Section 607.0630, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of August 2002.


  
William T. Coleman

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as Registered Agent to accept service of process for Metagen Pharmaceutical, Inc., at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties and we are familiar with and accept the obligations of our position as Registered Agent.

Dated: August 22, 2002

Brinkley, McNerney, Morgan, Solomon & Tatum, LLP

By:   
William T. Coleman

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