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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

SUBJECT: ZOE PHARMACEUTICAL, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
CORPORATION AND A CHECK FOR:

\$ 78.75 FILING FEE & CERTIFIED COPY.

FROM: MS. AYESHA MCCLAIN
ZOE PHARMACEUTICAL, INC.
3351 SW 139 AVE
MIAMI FL 33175
305-205-5768

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

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ARTICLES OF INCORPORATION 02 NOV -8 AM 9:32

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZOE PHARMACEUTICAL, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ZOE PHARMACEUTICAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of One Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent of this Corporation is :

MS. AYESHA MCCLAIN
3351 SW 139 AVE
MIAMI FL 33175
305-205-5768

**Please note Corp. Principal office & mailing address is:
3351 SW 139 AVE MIAMI FL 33175 PRINCIPAL OFFICE
P.O. BOX 680043 MIAMI FL 33168-0043 MAILING ADDRESS

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than ONE (1). The names and address of the initial director (s) of the corporation are as follows:

MS. AYESHA MCCLAIN, PRESIDENT
3351 SW 139 AVE
MIAMI, FL 33175
305-205-5768

MR. ANGELO E. ADAMS VICE-PRESIDENT
3351 SW 139 AVE
NORTH MIAMI FL 33175
305-244-1869

ARTICLE VII - INCORPORATORS

The names and addresses of the person (s) signing these Articles of Incorporation are as follows:

MS. AYESHA MCCLAIN, PRES.
3351 SW 139 AVE
MIAMI, FL 33175

MR. ANGELO E. ADAMS VICE-PRES.
3351 SW 139 AVE
NORTH MIAMI FL 33175

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th day of November 2002

x Angela McClain (Seal)
x Angelo Adams (Seal)
____ (seal)

STATE OF FLORIDA)
COUNTY OF Dade)^{SS}

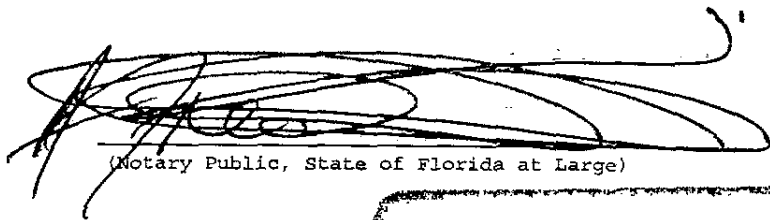
BEFORE ME, A-Notary Public, authorize to take acknowledgments in the State and County set forth above, personally appeared:

MS. AYESHA MCCLAIN AND MR. ANGELO E. ADAMS

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that (he, she, they) they executed these Articles of Incorporation.

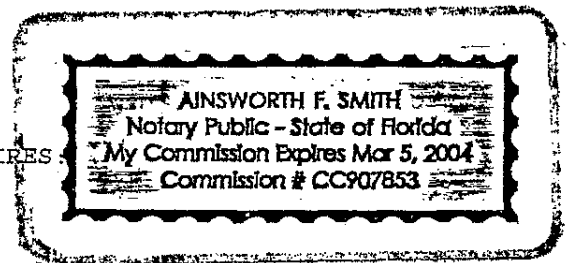
IN THE WITNESS WHEREOF, I have unto affixed my hand and seal, in
the State and County aforesaid, this 5th day
of Nov 2002.

(Notary Seal)



(Notary Public, State of Florida at Large)

MY COMMISSION EXPIRES



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

ZOE PHARMACEUTICAL, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted: -

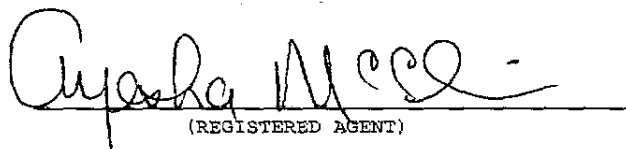
The above corporation, desiring to organize under laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

3351 SW 139 AVE
MIAMI FL 33175

has named MS. AYESHA MCCLAIN
located at the aforesaid address, as its Registered Agent to
accept service of process within this 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 Florida Law in keeping open said office.


(REGISTERED AGENT)