

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
FAX Number : (850) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**TEAMM PHARMACEUTICALS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
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T. SMITH MAR 28 2003

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**ARTICLES OF INCORPORATION  
OF  
TEAMM PHARMACEUTICALS, INC.**

I, the undersigned, hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

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**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation is TEAMM Pharmaceuticals, Inc. (hereinafter, the "Corporation").

**ARTICLE II**

**PERIOD OF DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III**

**GENERAL NATURE OF BUSINESS**

The general nature of the Corporation's business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, including but not limited to:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

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(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said business.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

#### ARTICLE IV

#### AUTHORIZED STOCK

1. The Corporation shall be authorized to issue One Hundred (100) shares of common stock with One Dollar (\$1.00) par value.

2. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property, labor or services may also be purchased with the capital stock of the Corporation at such valuation as may be fixed by the Board of Directors.

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**ARTICLE V****REGULATION OF INTERNAL AFFAIRS**

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of the Corporation may be held either within or outside of the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. **By-Laws.** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may amend or repeal the By-Laws, or may adopt new By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of the Corporation with any person, firm or corporation or any contract or other transaction in which the Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of the Corporation is interested in or is a Director or Officer of another corporation; or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and any Director so interested discloses such interest to the other Directors. Each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested; provided such Director complies with the foregoing.

4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

**ARTICLE VI****BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by amendments to the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders. The initial number of Directors shall be two (2).

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## **ARTICLE VII**

### **INITIAL DIRECTORS**

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the Florida Business Corporation Act, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Francis E. O'Donnell, Jr., M.D.  
5310 Cypress Center Drive, Suite 101  
Tampa, FL 33609

Dennis L. Ryll, M.D.  
5310 Cypress Center Drive, Suite 101  
Tampa, FL 33609

## **ARTICLE VIII**

### **PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business of the Corporation is to be located at 5310 Cypress Center Drive, Suite 101, Tampa, FL 33609; however, with the privilege of having branch offices or places of business in any place or places within or outside of the State of Florida. The registered agent of the Corporation shall be, until otherwise designated, Corporation Service Company, whose office is located at 1201 Hays Street, Tallahassee, FL 32301.

## **ARTICLE IX**

### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

## **ARTICLE X**

### **INCORPORATOR**

The name and address of the incorporator of the Corporation is Bernice S. Saxon, Esq., Salem Saxon, P.A., 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.

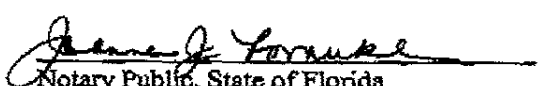
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IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 27<sup>th</sup> day of March, 2003, for the purposes of forming the Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

  
Bernice S. Saxon, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of TEAMM Pharmaceuticals, Inc. were acknowledged before me this 27 day of March, 2003, by Bernice S. Saxon, as Incorporator.

  
Notary Public, State of Florida  
Print, Type or Stamp Name

Personally Known X OR Produced Identification

Type of Identification Produced  
\_\_\_\_\_



Joanne J. Fornuke  
MY COMMISSION # D0853399 EXPIRES  
October 7, 2005  
BONDED THRU TROY FARM INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVICED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT TEAMM PHARMACEUTICALS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 5310 CYPRESS CENTER DRIVE, SUITE 101, TAMPA, FLORIDA 33609, HAS NAMED CORPORATION SERVICE COMPANY, 1201 HAYS STREET, TALLAHASSEE, FLORIDA 32301, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

  
Bernice S. Saxon  
Incorporator

TITLE:

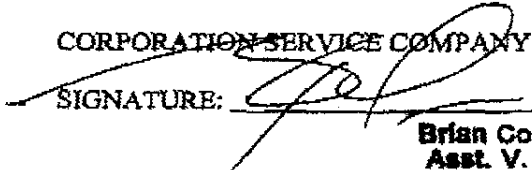
DATE:

March 21<sup>st</sup>, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

~~CORPORATION SERVICE COMPANY~~

SIGNATURE:

  
Brian Courtney  
Asst. V. Pres.

DATE:

March 22, 2003

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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