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To:

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

From:

Account Name : BRENNER & DIENSTAG, P.A.
Account Number : I20010000124
Phone : (305) 372-8899
Fax Number : (305) 381-6790

FLORIDA PROFIT CORPORATION OR P.A.

National Marine Medicines Research Institute, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NATIONAL MARINE MEDICINES RESEARCH INSTITUTE, INC.,
a Florida Corporation

ARTICLE I - NAME

The name of this corporation is National Marine Medicines Research Institute, Inc., a Florida Corporation.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated, under Chapter 607, Florida Statutes, as now exists or as may hereafter be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) per value common stock, which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this corporation is 21 S.E. First Avenue, Suite 800, Miami, Florida 33131, and the name of the initial registered agent of this corporation at that address is RICHARD M. BRENNER.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than 2 Directors. The name and address of the initial Board of Directors of this corporation is:

DAVID Z. MCMAHON
PETER BOND
c/o Brenner & Dienstag, P.A.
21 SE 1st Ave., Suite 800
Miami, FL 33131

ARTICLE VII - INCORPORATOR

The names and addresses of the Incorporators signing these Articles are:

RICHARD M. BRENNER
21 S.E. FIRST AVE., SUITE 800
MIAMI, FL 33131

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 28th day of April, 2003.


RICHARD M. BRENNER, Incorporator

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STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

)ss.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD M. BRENNER, personally known to me or who produced _____ as identification being the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 28 day of April, 2003.


NOTARY PUBLIC, State of Florida
My Commission Expires:



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ED

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

THAT desiring to organize or qualify under the laws of the State of Florida, with its principle place of business at is 21 S.E. First Avenue, Suite 800, Miami, Florida 33131, has named RICHARD M. BRENNER, as its sole registered agent to accept service of process within Florida.

Dated: April 28, 2003


RICHARD M. BRENNER, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


RICHARD M. BRENNER,
Registered Agent