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CSC TALL

P. 001

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 /SAL
Account Number : 120000000195
Phone : (850)521-1000
Fax Number : (850)521-1030

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 MAY 28 PM 3:40

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FLORIDA PROFIT CORPORATION OR P.A.

CONCORDIA PHARMACEUTICALS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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MAY -28' 03 (WED) 09:15 CSC TALL
05/27/03 TUE 13:01 FAX 5819944885

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ARTICLES OF INCORPORATION
OF
CONCORDIA PHARMACEUTICALS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be:

CONCORDIA PHARMACEUTICALS, INC.
515 East Las Olas Blvd., Suite 1020
Ft. Lauderdale, FL 33301

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is fifty million (50,000,000) shares, comprised of forty million (40,000,000) common shares, having a par value of \$.01 per share, and ten million (10,000,000) preferred shares, that may be issued from time to time in one or more series as determined by the Corporation's Board of Directors, which is authorized to designate all rights, preferences, privileges and restrictions attendant to each series as well as the number of shares authorized for issuance in each series, which matters shall be expressed in resolutions adopted by the Board of Directors and filed with the Florida Secretary of State as required by the Florida Statutes.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

The initial registered office of this Corporation shall be, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard C. Bulman, Jr. at 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Reg Hardy	515 East Las Olas Blvd., Suite 1020 Ft. Lauderdale, FL 33301

ARTICLE VIII

The name and address of the incorporator is:

Richard C. Bulman, Jr.
301 Yamato Road
Suite 4150
Boca Raton, FL 33431

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or

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otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

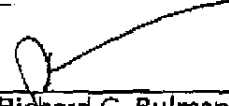
ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

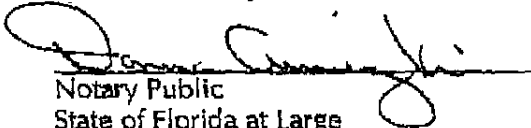
This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

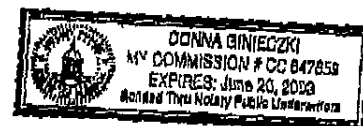
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 27th day of May, 2003.


Richard C. Bulman, Jr.
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 27th day of May, 2003, by, as Incorporator of, on behalf of the Corporation. He/she is (personally known to me) (or has produced his drivers license) and did take an oath.


Notary Public
State of Florida at Large



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CERTIFICATE DESIGNATING REGISTERED AGENT

In compliance with the laws of the State of Florida, the following is submitted:

First – Concordia Pharmaceuticals, Inc., desiring to organize under the laws of the State of Florida, has named Richard C. Bulman, Jr. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 27th day of May, 2003.



Richard C. Bulman, Jr.
Registered Agent

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