

FD4000/35098

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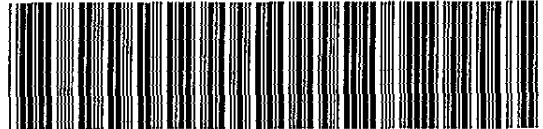
(Business Entity Name)

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04 SEP 23 AM 10:51
FLA. SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W04-35333

06/12/4



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 897784 5014528

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : September 22, 2004

ORDER TIME : 10:20 AM

ORDER NO. : 897784-005

CUSTOMER NO: 5014528

CUSTOMER:

Krass, Snow & Schmutter, Pc

19th Floor
419 Park Avenue South
New York, NY 10016

DOMESTIC FILING

NAME: ADVANCED DERMACEUTICALS
INTERNATIONAL INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 23, 2004

CSC

SUBJECT: ADVANCED DERMACEUTICALS INTERNATIONAL INC.
Ref. Number: W04000035333

We have received your document for ADVANCED DERMACEUTICALS INTERNATIONAL INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

You might want to file articles of Domestication.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 804A00056095

Resubmit

RECEIVED
04 SEP 24 PM 4:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

ADVANCED DERMACEUTICALS INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
04 SEP 24 AM 11:07

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Advanced Dermaceuticals Inc.

SECOND: The street address and mailing address of the principal office of the corporation is 2996 Gilford Way, Naples, Florida 34119.

THIRD: The number of shares that the corporation is authorized to issue is Two Hundred (200), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Morris Herstein, 2996 Gilford Way, Naples, Florida 34119.

The name of the initial registered agent of the corporation at the said registered office is Morris Herstein.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>Name</u>	<u>Address</u>
Eric B. Lesser	c/o Krass, Snow & Schmutter, P.C. 419 Park Avenue South New York, New York 10016

SIXTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person

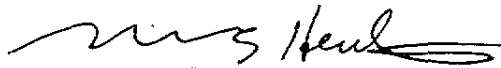
who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on September 21, 2004



Eric B. Lesser, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Morris Herstein

Date: September 21, 2004

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