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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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FLORIDA PROFIT CORPORATION OR P.A.

SANCILIO & COMPANY, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 14, 2004

JONES FOSTER JOHNSTON & STUBBS PA

SUBJECT: SANCILIO & COMPANY
REF: W04000037813

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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Tim Burch
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

SANCILIO & COMPANY, INC.

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be SANCILIO & COMPANY, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 10,000 shares of common stock of \$.01 par value.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is:

150 South US Highway One, Suite 502
Jupiter, Florida 33477

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ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Mike Villella, located at the Registered Office of the corporation at 150 South US Highway One, Suite 502, Jupiter, Florida 33477.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

Frederick D. Sancilio
150 South US Highway One, Suite 502
Jupiter, Florida 33477

Mike Villella
150 South US Highway One, Suite 502
Jupiter, Florida 33477

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

B. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

C. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or

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Invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Michael Villella
150 South US Highway One, Suite 502
Jupiter, FL 33477

ARTICLE IX

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE X

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of October, 2004.


Michael Villella, Incorporator

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OCT.14.2004 11:29AM

JONES FOSTER JOHNSTON & STUBBS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Inc.

That SANCILIO & COMPANY, desiring to organize under the laws of the State of Florida, has named Michael Villella, located at the Registered Office of the corporation at 150 South US Highway One, Suite 502, Jupiter, Florida 33477, 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 agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Michael Villella, Registered Agent

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