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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Florida Merger Subsidiary Corp.**

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T. Burch APR 10 2007

ARTICLES OF INCORPORATION  
OF  
FLORIDA MERGER SUBSIDIARY CORP.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with Chapter 607 of the Florida Statutes.

ARTICLE I

Name

The name of the corporation shall be:

FLORIDA MERGER SUBSIDIARY CORP.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the corporation shall be:

6950 Bryan Dairy Road  
Largo, Florida 33777

ARTICLE III

Business and Purposes

The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under the Act.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock which the corporation shall have authority to issue is Sixty (60) shares of common stock, all without par value and of one class.

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## ARTICLE V

### Registered Office and Registered Agent

The street address of the initial registered office of the corporation shall be located 6950 Bryan Dairy Road, Largo, Florida 33777, and the name of its initial registered agent at such address shall be Carol Dore-Falcone. This corporation shall have the right to change said registered office and such registered agent from time to time, as provided by law.

## ARTICLE VI

### Board of Directors

The business and affairs of the corporation shall be managed by a Board of Directors of the Corporation, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The number of directors constituting the initial board of directors is one, and the name and address of the initial directors of the Corporation, each of whom shall serve until the first annual meeting of shareholders or until his or her respective successor is duly elected and qualified, shall be:

Name:

Kotha Sekharam

Address:

c/o GeoPharma, Inc.  
6950 Bryan Dairy Road  
Largo, Florida 33777

## ARTICLE VII

### Incorporator

The name and address of the sole incorporator is:

Name:

Carol Dore-Falcone

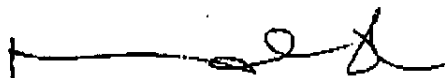
Address:

c/o GeoPharma, Inc.  
6950 Bryan Dairy Road  
Largo, Florida 33777

*Signature Page Follows.*

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation for the uses and purposes stated therein.

Dated this 4th day of April, 2007

A handwritten signature in black ink, appearing to read 'Carol Dore-Falcone', written over a horizontal line.

Carol Dore-Falcone, As Incorporator


ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FOR

FLORIDA MERGER SUBSIDIARY CORP.

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 4<sup>th</sup> day of April, 2007.

  
Carol Dore-Falcone, As Registered Agent