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2012 FEB 10 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers FEB 10 2012

**ARTICLES OF INCORPORATION**

of

**MCCARTY PHARMA CONSULTANTS INC.**

The undersigned, for the purposes of incorporating a corporation under the Florida Business Corporation Act, does hereby execute those Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is McCarty Pharma Consultants Inc. The principal place of business is 424 Hunting Lodge Drive, Miami Springs, Florida 33166.

SECOND: The address of the registered office of the Corporation in the State of Florida is 424 Hunting Lodge Drive, Dade County, Florida 33166 and the name of the registered agent of the Corporation in the State of Florida at such address is John A. McCarty.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue one million (1,000,000) shares of Common Stock with a par value of \$0.01 per share.

FIFTH: The Corporation shall continue to exist perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the state of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: The Corporation has one (1) director initially. The name and address of the initial director are John A. McCarty, 424 Hunting Lodge Drive, Miami Springs, Florida 33166.

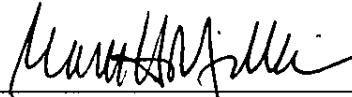
EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Hicks, Motto & Ehrlich, P.A., 3399 PGA Blvd. #300, Palm Beach Gardens, Florida 33410.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 7<sup>th</sup> day of February, 2012.



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Mark H. Mirkin, Esq., Incorporator  
Florida Bar No. 464694


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

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

McCarty Pharma Consultants Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 424 Hunting Lodge Drive, Miami Springs, Dade County, Florida 33166, has named John A. McCarty as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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 to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.

  
\_\_\_\_\_  
John A. McCarty