

Division of Corporations

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## Florida Department of State

Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
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TALLAHASSEE, FLORIDA**FLORIDA PROFIT/NON PROFIT CORPORATION  
BISCAYNE PHARMACEUTICALS INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
BISCAYNE PHARMACEUTICALS INC.**

**ARTICLE I**

The name of this corporation is Biscayne Pharmaceuticals Inc. (the "Corporation").

**ARTICLE II**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

**ARTICLE III**

The address of the principal office and the mailing address of the office of the Corporation is 1951 NW 7<sup>th</sup> Avenue, Room 13140 - 3<sup>rd</sup> Floor, Miami, Florida 33136.

**ARTICLE IV**

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

**Number of Shares**

**Authorized**

1,000

**Par Value Per Share**

\$0.01

**Class of Stock**

Common

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**ARTICLE V**

The street address of the Corporation's initial registered office is 515 East Park Avenue Tallahassee, FL 32301, and the name of its initial registered agent at such office is NRAI Services, Inc.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The name and address of the initial director of the Corporation, who will serve as a director until his successor is duly elected and qualified, is as follows:

Samuel J. Reich - 3437 Prairie Avenue, Miami Beach, Florida 33140.

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**ARTICLE VII**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE VIII**

The name of the Incorporator is Debra Palmisano, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 S.E. 2<sup>nd</sup> Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13<sup>th</sup> day of November, 2012.

  
Debra Palmisano, Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for Biscayne Pharmaceuticals Inc., at the place designated in these Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 13<sup>th</sup> day of November, 2012.

NRAI Services, Inc.

By: Katie Wonsch

Name: Katie Wonsch

Title: Assistant Secretary

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