

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

P95000004233

SUBJECT: SUBE PHARMACEUTICALS, INC., D/B/A AMERICAN APOTHECARY

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of One Hundred Twenty Two Dollars and 50/100 (\$122.50).

FROM: Suzanne M. Bednarok Burgos  
251 Seventy First Street  
Miami Beach, FL 33149  
33141

RD11001297108  
-10/10/94--01033--006  
\*\*\*\*122.50 \*\*\*\*122.50

~~94-22199~~

Dmc 10/12/94

FILED  
95 JUN 13 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

October 12, 1994

SUZANNE M. BEDNAREK BURGOS  
251 71ST STREET  
MIAMI BEACH, FL 33141

SUBJECT: SUBE PHARMACEUTICALS, INC., D/B/A AMERICAN  
APOTHECARY  
Ref. Number: W94000022199

We have received your document for SUBE PHARMACEUTICALS, INC., D/B/A AMERICAN APOTHECARY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return 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 (904) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 394A00045316

ARTICLES OF INCORPORATION  
OF  
SUBE PHARMACEUTICALS, INC.

FILED

95 JAN 13 AM 8:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

SUBE PHARMACEUTICALS, INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be:

Business Address:

Mailing Address:

251 Seventy First St.  
Miami Beach, FL 33149

SAME

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares

Number of Shares	Par Value	Class of Stock
<u>Authorized</u>	<u>Per Share</u>	<u>                    </u>
100	\$ 1.00	Common

ARTICLE IV

The name and address of the initial registered agent is:

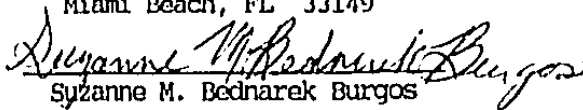
Suzanne M. Bednarek Burgos  
251 Seventy First St.  
Miami Beach, FL 33149

  
Suzanne M. Bednarek Burgos

Article V

The name and street address of the incorporator to these Articles of Incorporation is:

Suzanne M. Bednarek Burgos  
251 Seventy First St.  
Miami Beach, FL 33149

  
Suzanne M. Bednarek Burgos

Article VI

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved accordingly to law.

Article VII

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

#### Article VIII

This corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

#### Article IX

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

#### Article X

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9 day of January, 1995.

  
Suzanne M. Bednarek Burgos

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 JAN 13 AM 8:34

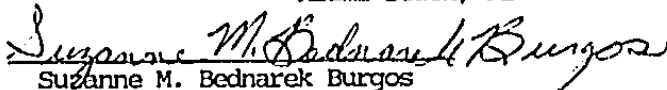
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is:

SUDE PHARMACEUTICALS, INC.

2. The name and address of the registered agent and office is:

Suzanne M. Bednarek Burgos  
251 Seventy First St.  
Miami Beach, FL 33149

  
Suzanne M. Bednarek Burgos

Dated: 1/9/95

HAVING BEEN NAMED AS THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 THE REGISTERED AGENT.

  
Suzanne M. Bednarek Burgos

Dated: 1/9/95