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HARPER, KYNES

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CIVIL TRIAL LAWYER

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PRACTICE IN NEW YORK

*** ALSO ADMITTED TO
PRACTICE IN CALIFORNIA

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OUR FILE #

#7541/12912

March 9, 1995

VIA FACSIMILE

Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

RE: Diabetes Metabolic Consultants, Inc.
Fax Audit No. H95000002744

Dear Sir or Madam:

I am sending to you by facsimile the Electronic Filing Cover Sheet and Articles of Incorporation for Diabetes Metabolic Consultants, Inc. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,
WATSON & BUFORD, P.A.


Sheri L. Fletcher
Legal Assistant

Enclosure

H95000002744

ARTICLES OF INCORPORATION
OF
DIABETES METABOLIC CONSULTANTS, INC.

95 MAR -9 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

Diabetes Metabolic Consultants, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 417 Corbett Street, Clearwater, Florida 34616.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 417 Corbett Street, Clearwater, Florida 34616 and the name of the initial registered agent of the corporation at that address is: Paul DiMarco. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be

- 1 THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

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authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be three (3).

ARTICLE VI - INITIAL INCORPORATOR

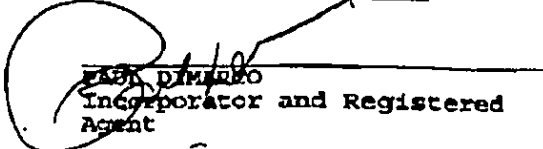
INCORPORATORS

Paul DiMarco

ADDRESS

417 Corbett Street
Clearwater, FL 34616

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for Diabetes Metabolic Consultants, Inc. and acknowledge the same under the laws of the State of Florida, this 7th day of march, 1995.



Paul DiMarco
Incorporator and Registered
Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ELECTRONIC FILING COVER SHEET

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11:33 AM

((H97000004142 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: HARPER, KYNES, GELLER
CONTACT: JACK J GELLER
PHONE: (813)799-4840

ACCT#: 070651000745

FAX #: (813)797-8206

NAME: DIABETES METABOLIC CONSULTANTS, INC.

AUDIT NUMBER.....H97000004142

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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03/11/87 13:35 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 11, 1987

DIABETES METABOLIC CONSULTANTS, INC.
417 CORBETT STREET
CLEARWATER, FL 34616

SUBJECT: DIABETES METABOLIC CONSULTANTS, INC.
REF: P95000019514

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Linda Stitt
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

March 17, 1997

DIABETES METABOLIC CONSULTANTS, INC.
417 CORBETT STREET
CLEARWATER, FL 34616

SUBJECT: DIABETES METABOLIC CONSULTANTS, INC.
REF: P95000019514

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Linda Stitt
Corporate Specialist

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Letter Number: 597A00013451

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97 MAR 18 AM 7:53
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H97000004142

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
DIABETES METABOLIC CONSULTANTS, INC.

FILED
97 MAR 18 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Diabetes Metabolic Consultants, Inc.
2. Article I, Name, is hereby amended to read as follows:

"ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

The name of the Corporation shall be DMC Pharmaceutical, Inc. The principal place of business and mailing address of the corporation shall be 417 Corbett Street, Clearwater, Florida 34616."

3. Article III, Capital Stock, is hereby amended to read as follows:

"ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have on hand at any time is 25,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same."

4. The amendment was duly approved by the Shareholders and Directors on February 19, 1997, in accordance with Section 607.1006.

DATED: February 19, 1997.

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243991

DIABETES METABOLIC
CONSULTANTS, INC.

BY

Paul J. Marco, President

diabetes.mcd

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