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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
COVER SHEET
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 311-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CYTECH LABORATORIES, INC.
FAX AUDIT NUMBER: H95000005859
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/25

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18 JUN 1995
6:00

**ARTICLES OF INCORPORATION
OF
CYTECH LABORATORIES, INC.**

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ARTICLE I

NAME

The name of this corporation is CYTECH LABORATORIES, INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

ARTICLE III

PERMITTED ACTIVITY

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV

AUTHORIZED SHARES

This corporation is authorized to issue 100 shares of One Dollars (\$1.00) par value common stock which shall be designated as "Common Shares."

Frank D. Newman, P.A.
520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131

(305) 374-3800

FL. BAR NO. 058577

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ARTICLE V**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation and initial place of business is 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131. The initial Registered Agent is Frank D. Newman, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE VII**DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII**INCORPORATOR**

The name and address of the incorporator is: Frank D. Newman, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

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ARTICLE IX
INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of May, 1995.


FRANK D. NEWMAN

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments

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In the State and County set forth above, personally appeared FRANK D. NEWMAN, who is personally known to me or who has produced _____ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 04th day of May, 1995.

My Commission Expires:

Jill A. Gamwell
NOTARY PUBLIC, State of Florida
At Large



Jill A. Gamwell
Print Name and Title

This Instrument Prepared By:

FRANK D. NEWMAN, P.A.

By: Frank D. Newman
FRANK D. NEWMAN
Florida Bar No.: 058577
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131
Telephone: (305) 374-3800
Facsimile: (305) 374-1156

Carlier, Sen & Associates, Inc

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 office/registered agent, in the State of Florida.

1. The name of the corporation is: CYTECH LABORATORIES, INC.
2. The name and address of the Registered agent and office is: Frank D. Newman, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131

Signature:


Frank D. Newman

Title:

Incorporator

Date:

May 24, 1995

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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 registered agent.

Signature:


Frank D. Newman

Date:

May 24, 1995

C:\ntler, Don\Cytech\Cor-Reg-Agt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA