

995000048784
McFARLAIN, WILEY, CASSEDY & JONES
PROFESSIONAL ASSOCIATION

CHRISTOPHER BARNAS
MARSHALL R. CASSEDY
J. ROBERT GRIFFIN
DOUGLAS P. JONES
KATHERINE H. LAROSA
HAROLD R. MARDENBOROUGH, JR.
RICHARD C. McFARLAIN
LINDA McMULLEN
ROBERT A. McNEELY
CHARLES A. STAMPELOS
H. DARRELL WHITE, JR.
WILLIAM B. WILEY

215 SOUTH MONROE STREET, SUITE 600
POST OFFICE BOX 2174
TALLAHASSEE, FLORIDA 32316-2174

TELEPHONE (904) 222-2107
TELECOPIER (904) 222-8475

June 22, 1995

VIA HAND DELIVERY

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

900001520789
-06/22/95--01042--013
*****78.75 *****78.75

Re: Metro Pharmaceuticals, Inc.

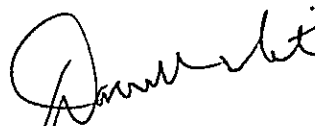
Ladies/Gentlemen:

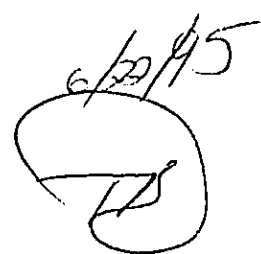
Enclosed is an original and one copy of the Articles of Incorporation of Metro Pharmaceuticals, Inc., along with our firm check in the amount of \$78.75 representing your fees for filing the Articles and issuing a Certificate. Please return a stamped copy of the Articles showing the date and time of filing, along with the Certificate.

As our offices are located here in Tallahassee, we would like to pick up the acknowledgement package (and Certificate) when you have it ready and would appreciate it if you would give my office a telephone call at the above number when these are ready.

Thank you very much for your assistance.

Very truly yours,


Darrell White



Pick up 1:15
DW/cha
Enclosures as noted

**ARTICLES OF INCORPORATION
OF
METRO PHARMACEUTICALS, INCORPORATED**

FILED
\$5 JUL 22 11:11-03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the corporation shall be: Metro Pharmaceuticals, Incorporated.

ARTICLE II

DURATION

The duration of the corporation shall be perpetual.

ARTICLE III

PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation in the State of Florida shall be: 15550 McGregor Boulevard, Ft. Myers, Florida 33908.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of its initial registered agent is: George W. Shannon, III, 15550 McGregor Boulevard, Ft. Myers, Florida 33908.

ARTICLE V

PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general corporation act of Florida. The corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

ARTICLE VI

CAPITAL STOCK

The number of shares of stock which the corporation shall have authority to issue is 100 shares.

Consideration for Shares.

The corporation, in the discretion and upon resolution of the Board of Directors, may at any time and from time to time issue and dispose of any of the authorized and unissued shares of stock of the corporation and may create optional rights to purchase or subscribe for shares of

stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provisions of law then applicable.

ARTICLE VII

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

George W. Shannon, III
6218 Mangrove Lane
Sanibel, Florida 33957

Wayne T. Levy
2401 Shop Road
Sanibel, Florida 33957

ARTICLE VIII

INITIAL BOARD OF DIRECTORS


This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than two (2).

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
George W. Shannon, III	6218 Mangrove Lane Sanibel, Florida 33957
Wayne T. Levy	2401 Shop Road Sanibel, Florida 33957

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation this 21 day of June, 1995.


George W. Shannon, III

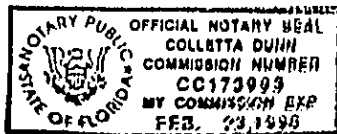

Wayne T. Levy

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared George W. Shannon, III, to me known to be the person who executed the foregoing Articles of Incorporation, who is well known to me or who has produced is personally known as identification and who did take an oath, and he acknowledged before me that he executed such instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of June, 1995.



Colletta Dunn
Printed Name: COLLETTA DUNN
Notary Public, State of Florida

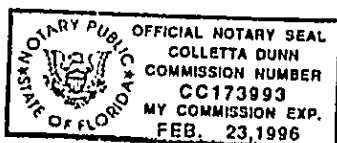
My Commission Number: _____
My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared Wayne T. Levy, to me known to be the person who executed the foregoing Articles of Incorporation, who is well known to me or who has produced is personally known as identification and who did take an oath, and he acknowledged before me that he executed such instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of June, 1995.



Colletta Dunn
Printed Name: COLLETTA DUNN
Notary Public, State of Florida

My Commission Number: _____
My Commission Expires: _____

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

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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: **METRO PHARMACEUTICALS, INCORPORATED.**
2. The name and address of the registered agent and office is:

**George W. Shannon, III
15550 McGregor Boulevard
Ft. Myers, Florida 33908**

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 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 REGISTERED AGENT.


SIGNATURE OF REGISTERED AGENT

DATE: June 21 1995

P95000048784

LAW AND NOTARIAL OFFICES
ROY S. LILLEY, LTD
A PROFESSIONAL LAW CORPORATION
P. O. Box 9065
MANDEVILLE, 70470-9065
(504) 674-9229
FAX: (504) 674-9221

PARALEGAL
Carmen D. Clark

SERVICE ADDRESS
1324 Seventh Street
Slidell, LA 70458

March 3, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FLA 32314

RE: Metro Pharmaceuticals, Inc.

000002104640--4
-03/05/97--01046--008
*****35.00 *****35.00

Dear Sir:

Attached hereto please find Affidavit authorizing Dissolution of a corporation and Minutes of a Special Meeting of Board of Directors of Metro Pharmaceuticals, Inc. authorizing dissolution of the corporation.


Please note that the documents list the written consent of George William Shannon, III who is the sole stockholder of the corporation authorizing the dissolution. The date is also listed as January 18, 1997 and all members of the Board of Directors were present.

Please reflect that this corporation has been dissolved on the records in your office.


Attached is my check for costs.

With best regards, I am

Yours very truly,


ROY S. LILLEY

RSL:cdc
cc: Mr. Mark Rodgers


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 AM 2:
TLL MAR 6 1997

STATE OF FLORIDA

COUNTY OF LEE

FILED
SECRETARY OF STATE
DIVISION OF RECORDS
97 MAR -5 PM 2:36

AFFIDAVIT AUTHORIZING DISSOLUTION OF CORPORATION

BEFORE ME, the undersigned authority, personally came and appeared,
George William Shannon, III, President and CEO of Metro Pharmaceuticals,
Incorporated,
~~who~~ who after being duly sworn, did depose and declare that on January 18,
1997 by 100% of the voting shares and all officers of the corporation; it was
resolved that the corporation be dissolved inasmuch as it has ceased doing
business in the State of Florida.



GEORGE WILLIAM SHANNON, III
President/CEO

SWORN TO AND SUBSCRIBED BEFORE ME
THIS 26th DAY OF February, 1997, by **GEORGE WILLIAM SHANNON, III**, who is
personally known to me.



NOTARY PUBLIC Colletta Dunn



Minutes of Special Meeting of Board of Directors of
Metro Pharmaceuticals, Incorporated
January 18, 1997
12:00 p.m.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -5 PM 2:36


The annual meeting of the Stockholders and the Board of Directors of Metro Pharmaceuticals, Inc. was held on January 18, 1997 at 12:00 p.m. pursuant to notice issued on December 20, 1996.

Present: George William Shannon, III

51% Voting Shares
49% Treasury Shares

Upon Motion duly made, seconded and recorded, it was resolved that Metro Pharmaceuticals, Inc. has ceased to do business and it is the desire of all stockholders that the corporation be dissolved forthwith and accordingly the stockholders have directed the corporation's legal counsel to file the necessary documentation with the State of Florida to dissolve the corporation.

Upon Motion duly made, seconded and carried, the meeting was thereupon adjourned.



JANET M. SHANNON, SECRETARY

P95000048784

OFFICE OF THE COMPTROLLER APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: GEORGE SIVANNON III FIRM METROPHARMACEUTICALS INC EIN or SS#: 65-0600677

Address: 6248 Mangrove Lane
SW13B FL

Amount: \$165.00 Date Paid _____

Reason for claim: Corp. dissolved, no AR required - P95000048784
387 6/2/97

Certified true and correct this 10 day of June, 19 97.

Signature [Signature]

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>165.00</u>
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No. <u>975451004</u> dated <u>05-19-97</u>	
Name of Account <u>45202130001453000000000010000</u>	
Statutory Authority for Collection <u>(607)</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: <u>452021300014530000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)