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P9500050031



ACCOUNT NO. 072100000032

REFERENCE : 627058 6258A

AUTHORIZATION :

COST LIMIT : \$ 70 *Patricia Pizzuto*

ORDER DATE : June 27, 1995

ORDER TIME : 9:40 AM

~~LLP9500008165~~

ORDER NO. : 627058

CUSTOMER NO: 6258A

200001524222

CUSTOMER: Ms. Shannon M. Roacini
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 339407098

DOMESTIC FILING

NAME: CBG BIOTECH, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

*SECRETARY OF STATE
TALLAHASSEE, FL 9010A*

95 JUN 27 PM 12:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 9010A

T. BROWN JUN 27 1995

ARTICLES OF INCORPORATION
OF
CBG BIOTECH INC.

FILED
95 JUN 27 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is
CBG BIOTECH INC.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes. The general purposes for which a Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 6371 Pelican Bay Boulevard, Suite N-5, Naples, Florida, 33963. The mailing address of the Corporation is 6371 Pelican Bay Boulevard, Suite N-5, Naples, Florida, 33963.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is Bond, Schoeneck and King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 33940. The name of the initial registered agent at that address is Dennis C. Brown, Esq.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Twenty Thousand (20,000) shares of common stock, all of which shall have a par value of \$1.00. Such shares shall be divided into two (2) classes of stock, as follows:

Class A - 2,000 common, voting stock, \$1.00 par value; and

Class B - 18,000 common, non-voting stock, \$1.00 par value.

Article 7. Capital

The amount of stated capital with which the Corporation shall begin business is One Thousand Dollars (\$1,000.00).

Article 8. Initial Board of Directors

The initial board of directors shall consist of one member. The name and address of the initial director of the Corporation is:

Gerald W. Camiener

6371 Pelican Bay Boulevard
Suite N-5
Naples, FL 33963

Article 9. Incorporators

The name and address of the sole Incorporator is:

Dennis C. Brown

1167 Third Street South
Suite 107
Naples, Florida 33940

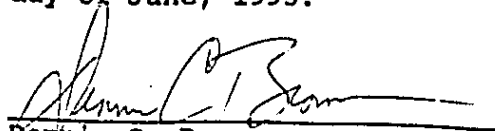
Article 10. Commencement of Existence

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 11. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 26th day of June, 1995.


Dennis C. Brown

STATE OF FLORIDA :
COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 26th day of June, 1995, by Dennis C. Brown, who is personally known to me or who has produced his identification.


Notary Public

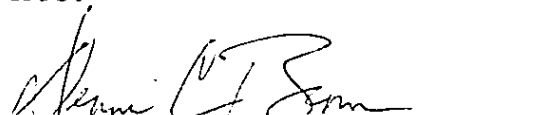
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CBG BIOTECH INC. which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 26th day of June, 1995.


Dennis C. Brown, Esq.
Registered Agent

P95000050031

CBG BIOTECH, INC.
P.O. Box 39026
SOLON, OHIO 44139

Certified Mail, Return Receipt Requested

July 7, 1995

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

Re: CBG Biotech, Inc.
Document Number P95000050031

Ladies and Gentlemen:

Please be advised that the mailing address of the corporation
has been changed to:

CBG Biotech, Inc.
P.O. Box 39026
Solon, OH 44139

Please change your records to include this new mailing
address.

Very truly yours,

CBG BIOTECH, INC.



By:
Gerald W. Camiener
Chairman of the Board

JK
7/12/95