

P95000052657

RALF G. BAHR  
2424 N. Federal Hwy.  
Suite 101  
Boca Raton, Fl. 33431  
Tel: 407-362-8645

Via Federal Express

June 29, 1995

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Fl 32399

000001528380  
-06/30/95--01048--022  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Forming of a new Corporation - BIOPHARMA LABORATORIES, INC.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for BIOPHARMA LABORATORIES, Inc. and a money order for the filing fees in the amount of \$ 122.50.

Please use the enclosed UPS Next Day Air letter for faster return of the incorporation papers.

Thank you for your courtesy and prompt attention to this matter.

Very truly yours,

Ralf G. Bahr

encl.

FILED  
55 JUN 30 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN  
7/6/95

ARTICLES OF INCORPORATION  
OF  
BIOPHARMA LABORATORIES, INC.

**FILED**  
JUL 30 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

**BIOPHARMA LABORATORIES, Inc.**

The principal place of business of this corporation shall be  
2424 North Federal Highway, Suite 101, Boca Raton, Florida 33431.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2424 North Federal Highway, Suite 101, Boca Raton, Florida 33431, and the name of the initial resident agent of the corporation at that address is Ralf G. Bahr

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually

#### ARTICLE VI. CORPORATION INDEMNIFICATION PLAN

The corporation will indemnify any person

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suite, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014.

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9)

ARTICLE VII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VIII. DIRECTORS

This corporation shall have One (1) Director 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. The name and address of the initial Director of the Corporation is:

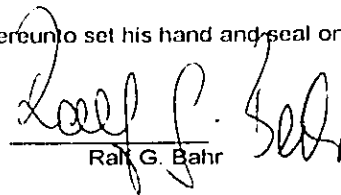
Ralf G. Bahr  
2424 North Federal Highway  
Suite 101  
Boca Raton, Florida 33431

ARTICLE IX. SUBSCRIBER

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

Ralf G. Bahr  
2424 North Federal Highway  
Suite 101  
Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 27 day of June, 1995.

  
Ralf G. Bahr

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of JUNE, 1995 by Ralf G. Bahr who is personally known to me (or proved to me on the basis of satisfactory evidence)  
FL DR LIC B600-727-48-464-0

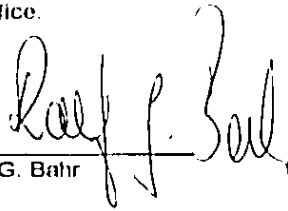


  
Notary Public

Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

By

Ralf G. Bahr



SE JUN 30 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED