



Division of Corporation
P O Box 6327
Tallahassee, FL 32214

600001545156
-07/25/95--01055--005
***122.50 ***122.50

Enclosed is a check in the amount of \$122.50 to cover the cost of filing and certification expense. Please forward documents to the register agent. Enclosed is a self addressed stamped envelope.

JUL 27 1995 BSB

FILED
95 JUL 25 AM 11:20
FBI - NEW YORK

CERTIFICATE OF INCORPORATION FILED

95 JUL 25 AM 11:20

FIRST, the name of this corporation is Optimal Pharmaceuticals, Inc.

SECOND, the principal office in the State of Florida is to be located at 8317 Front Beach Road, Building 8, Panama City Beach, Florida 32407-4867, and the registered office in the State of Florida is to be located at 215 Mountain Drive, Suite 102, Destin, Florida 32541, (904) 654-5066 in the County of Okaloosa. The registered agent in charge thereof is Mr. Robert Paul Osborne.

THIRD, the nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF THE STATE OF FLORIDA.

FOURTH, the amount of the total authorized capital stock of this corporation is 10,000 (Ten Thousand) shares of \$0.10 par value.

FIFTH, the name and mailing address of the incorporator is as follows:

Robert Paul Osborne
215 Mountain Drive #102
Destin, Florida 32541
(904) 654-5066

SIXTH, the powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(s) of persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Robert Paul Osborne - Pres/Treas/Sect
53 Yacht Club Drive #9
Fort Walton Beach, Florida 32548

SEVENTH, the directors shall have power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and liens without limit as to amount, upon the property and franchise of the corporation.

With consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have the authority to dispose in any manner, of the whole of the property of the corporation.

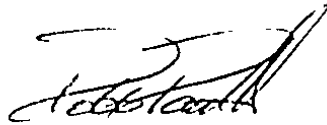
The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to inspection of the stockholders, and no stockholder shall have any right of inspecting any account, or book or documents of this corporation, except as conferred by the law or the By-Laws, or by resolution of the stockholders.

The duration of the corporation is for a period of 100 years.

The stockholders and directors shall have the power to hold their meetings and to keep the books, documents and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

It is the intention of the objects, purposes and powers specified in the Third paragraph hereof, shall except as otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in the certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers. I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record this certificate and do certify that the facts herein are true, and I have accordingly set my hand.

Dated At:
Okaloosa County
State of Florida
July 11, 1995



Robert Paul Osborne

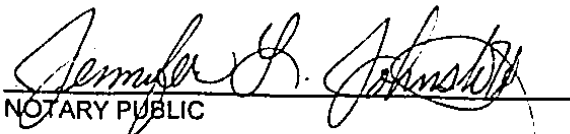
I, the undersigned, Robert Paul Osborne, understand and accept the responsibility of the Registered Agent of the Optimal Pharmaceuticals, Inc.



Robert Paul Osborne

COUNTY OF OKALOOSA
STATE OF FLORIDA

Sworn to and subscribed to before me on this 11th day of July, 1995, by Robert Paul Osborne, personally known to me.


NOTARY PUBLIC