

P95000070582

Transmittal Letter

July 18, 1995

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

Dear Sir

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the following address:

Management Group
7 Westward Drive
Miami Springs, FL 33166

Sincerely,

8100001542378
-07/20/95--01055-004
122.50
07/22/95

Enclosures

PMC
9/13/95

FILED
95 SEP 13 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 21, 1995

MANAGEMENT GROUP
7 WESTWARD DR.
MIAMI SPRINGS, FL 33166

SUBJECT: J.A.R. PHARMACEUTICALS INTERNATIONAL CORP.
Ref. Number: W95000014792

We have received your document for J.A.R. PHARMACEUTICALS INTERNATIONAL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

THE REGISTERED AGENT PAGE REFERS TO THIS CORPORATION AS A "FOR PROFIT CORPORATION.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 695A00035025

NBC Services Inc.

Transmittal Letter

August 30, 1995

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

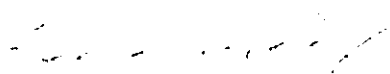
Dear Sir

Enclosed please find the Corrected Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our letter of reference covering a payment of 122.50 to cover the filing fee, designation of registered agent, certified copy and charter tax

I would appreciate having all information returned to the following address

**NBC Services, Inc.
7 Westward Drive
Miami Springs, FL 33166
305-888-3332**

Sincerely,



Lilia A Perez

Enclosures

ARTICLES OF INCORPORATION
OF

J A R PHARMACEUTICALS INTERNATIONAL CORP

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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 J A R PHARMACEUTICALS INTERNATIONAL CORP

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, 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 100 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 9370 S W 87 Avenue, Suite South 11, Miami, FL 33176 and the name of the initial Registered Agent for the corporation at that address is Julia Diaz at 9370 S W 87 Avenue, Suite South 11, Miami, FL 33176

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of

Julia Diaz	President	33 Shares
America Ramos	Secretary	33 Shares
Roderick Bella	Treasurer	34 Shares

ARTICLE IX INCORPORATOR

The name and address of the incorporator is

Julia Diaz
9370 S W 87 Avenue
Suite South 11
Miami, FL 33176

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 17th day of July, 1995

Incorporator

STATE OF Florida
COUNTY OF Dade

The foregoing instrument was executed and acknowledged before me this 17th day of July, 1995, by Julia Diaz personally known to me


Notary Public (SEAL) State of Florida

My Commission Expires Dec. 20, 1995
Bonded Thru General Ins. Underwriters

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 9370 S W 87 Avenue, Suite South 11, Miami, FL 33176 has named Julia Diaz, whose address is 9370 S W 87 Avenue, Suite South 11, Miami, FL 33176, as its Agent to accept service of process within this State

ACCEPTANCE

I agree as Registered Agent to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law

Registered Agent

STATE OF Florida
COUNTY OF Dade

BEFORE ME, the undersigned authority, this day personally appeared Julia Diaz, who, after being sworn, deposes and says that the facts and matters contained above are true and correct, and that he executed the same for the purposes expressed herein

WITNESS my hand and official seal this 17th day of July, 1995

Notary Public (SEAL) State of Florida

My Commission Expires Dec 20, 1995
Bonded Thru General Ins Underwriters

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE