

P 950000 70751

J. CARTER MOORE
ATTORNEY AT LAW

120 E. CONCORD ST.
ORLANDO, FLORIDA 32801

TELEPHONE NUMBER
1407/423-1103
FAX 1407/041-6746

September 7, 1995

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09/12/95--01023--012
*****70.00 *****70.00

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

Re: FEDERATED & GENERAL CORPORATION

Dear Sir:

Enclosed you will please find the Articles of Incorporation for the above company. Also enclosed is my check in the amount of \$70.00 to cover the cost of filing. Please send the Certificate of Incorporation to me at the above address.

Thank you for your assistance in this matter.

Yours truly,

J. Carter Moore
J. Carter Moore

FILED
1995 SEP 12 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEX SEP 13 1995

ARTICLES OF INCORPORATION
OF
FEDERATED & GENERAL CORPORATION

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 FEDERATED CORPORATION.

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 of 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 TEN THOUSAND (10,000) Shares of common stock. Each share shall have a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation shall be 120 E. Concord St., Orlando, FL 32801, and the name of the initial Registered Agent for the corporation is J. Carter Moore.

FILED
1995 SEP 12 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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, in the absence of fraud or wrongdoing shall be indemnified, whether then in office or not, for any and all reasonable costs or 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 such 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 or officers of any other corporation, and 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 his 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 of the directors of the corporation may vote upon any and all transaction(s) with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX

DIRECTORS

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

Tanveer H. Jaffery

ARTICLE X


INCORPORATOR

The name and address of the Incorporator is:

J. Carter Moore
120 E. Concord St.
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 7th day of September, 1995.

INCORPORATOR:

 (LS)
J. Carter Moore

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th
day of September, 1995.

Susan S. Cicotti

Print:

Notary Public, State of Florida
at Large.

My commission expires:

Method of Identification:



SUSAN S. CICOTTI
COMMISSION # CC 408430
EXPIRES MAY 31, 1996
BONDED THROUGH
ATLANTIC BONDING CO., INC.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

FEDERATED & GENERAL CORPORATION, a corporation organized under the laws of the State of Florida, with its principal office located at 120 E. Concord St., Orlando, FL 32801, has named J. Carter Moore, whose address is 120 E. Concord St., Orlando, FL 32801, as its Registered 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. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT

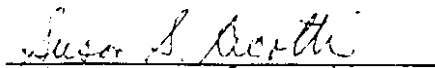

J. Carter Moore

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared J. Carter Moore to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State and County last aforesaid this 7th day of September, 1995.


Print: SUSAN S. CICOTTI
Notary Public, State of
Florida, at Large
My commission expires:
Method of Identification:



SUSAN S. CICOTTI
COMMISSION # CC 488439
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
1995 SEP 12 AM 10:20
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

P95000070751

J. CARTER MOORE
ATTORNEY AT LAW

November 13, 1995

Secretary of State
Corporation Division
210 Hwy 6327
Tallahassee, FL 32314

FILED
95 NOV 17 PM 2:49
TALLAHASSEE, FLORIDA

Re Federalist General Corporation
Charter No. 195000070751

Dear Sir

Enclosed is the executed Amendment to Articles of Incorporation to change the name of the above corporation to ZPHRX CORPORATION. Also enclosed is my check for \$35.00 to cover the cost of filing. Please send a certificate to me at the above address.

Thank you for your assistance.

Yours truly,
J. Carter Moore

Enclo. N/C

NOV 23 1995

FILED
95 NOV 17 PM 2:49
TALLAHASSEE, FLORIDA

NOTARY PUBLIC
STATE OF FLORIDA
I, the undersigned, do hereby certify that the foregoing is a true and correct copy of the Articles of Incorporation of the [redacted] as filed with the Secretary of State of Florida on [redacted] and that the same have been duly recorded in the office of the Secretary of State of Florida.

The undersigned is a Notary Public in and for the State of Florida, my commission expires on [redacted].
I have personally known [redacted] and [redacted] and they are the persons who have executed the foregoing instrument.

In testimony whereof, I have hereunto set my hand and the seal of my office at Tallahassee, Florida, this 25th day of [redacted].

[Signature]
Notary Public, State of Florida

STATE OF NEW YORK
COUNTY OF [redacted]
KINGS

I, the undersigned, do hereby certify that the foregoing is a true and correct copy of the [redacted] of [redacted] as filed with the Secretary of State of New York on [redacted] and that the same have been duly recorded in the office of the Secretary of State of New York.

In testimony whereof, I have hereunto set my hand and the seal of my office at [redacted], this 25th day of OCTOBER, 1996.

PATRICK J. O'SULLIVAN
Notary Public, State of New York

3/30/96
DRIVERS LICENSE

Patrick J. O'Sullivan
PATRICK J. O'SULLIVAN
Notary Public, State of New York
No. 24-4658893
Qualified in Kings County
Commission Expires March 30, 1996 96