



THE UNITED STATES
CORPORATION
COMPANY

P95000086852

ACCOUNT NO. : 072100000032

REFERENCE : 519405 4329479

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 35.00

ORDER DATE : September 5, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 519405-005

300002288673--3

CUSTOMER NO: 4329479

CUSTOMER: Karen Didea, Legal Asst
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

Jess

DOMESTIC FILINGS

NAME: WARNER/STEWART PHARMACEUTICALS
INC.

FILED
97 SEP -5 PM 3:27
TALLAHASSEE, FLORIDA

XX ARTICLES OF DISSOLUTION

9/5/97

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

Don
Don
Don

ARTICLES OF DISSOLUTION
OF
WARNER/STEWART PHARMACEUTICALS, INC.

97 SEP -5 PM 2:21
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Dissolution are filed pursuant to Section 607.1403 of the Florida Business Corporation Act and provide as follows:

1. The name of the corporation is WARNER/STEWART PHARMACEUTICALS, INC. (the "Corporation").

2. The Corporation was formed in the State of Florida on November 13, 1995, under Charter No. P95000086852.

3. The Board of Directors of the Corporation have proposed dissolution of the Corporation for submission by the sole Shareholder of the Corporation, and the sole Shareholder has approved the dissolution in accordance with Section 607.1402 of the Florida Business Corporation Act.

4. The Directors of the Corporation, and the sole Shareholder entitled to vote, authorized the dissolution of the Corporation pursuant to a Directors and Shareholders Action by Written Consent on Ruth Stewart 7/3/97, 1997.

5. All liabilities and obligations of the Corporation have been paid or discharged, or adequate provision has been made therefor.

6. All remaining property and assets of the Corporation have been distributed to its sole shareholder in accordance with his respective rights and interest.

7. There are no actions pending against the Corporation in any Court.

8. Dissolution of the Corporation shall be effective on the date these Articles are filed by the Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Dissolution this 3rd day of July, 1997.

WARNER/STEWART PHARMACEUTICALS,
INC.

By: [Signature]
W. Randolph Warner
As its: President

[Signature]
Ruth Stewart, Secretary

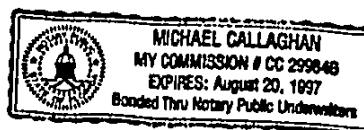
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3rd day of July, 1997, by W. RANDOLPH WARNER and RUTH STEWART, the President and Secretary of WARNER/STEWART PHARMACEUTICALS, INC., a Florida corporation, on behalf of the corporation. They are personally known to me or have produced DRIV. Lic. as identification.

[Signature]
(Notary Signature)

(NOTARY SEAL)

MICHAEL CALLAGHAN
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



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