

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000093903



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 157103 85036A

AUTHORIZATION : *Patricia Pizitz*

COST LIMIT : \$ 70.00

ORDER DATE : November 15, 1996

ORDER TIME : 1:07 PM

ORDER NO. : 157103-005

CUSTOMER NO: 85036A

700002006277--7

CUSTOMER: Ms. Lori L. Carson-ammons
JACOBS FORLIZZO & NEAL, P.A.

Suite 300
13577 Feather Sound Drive
Clearwater, FL 34622

DOMESTIC FILING

NAME: WISE FOR MEDICINE USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

KR
11-18-96

FILED
96 NOV 15 AM 8:56
RECEIVED
96 NOV 15 PM 1:51
STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
WISE FOR MEDICINE USA, INC.

FILED
95 NOV 15 11 8:56
13577
127777

The undersigned, as incorporator, forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this Corporation is **WISE FOR MEDICINE USA, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The initial principal address of this Corporation is:

7600 Bryan Dairy Road, Suite D, Largo, FL 33777.

ARTICLE III.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this Corporation and the street address of the Registered Office are as follows:

Name: Richard O. Jacobs, Esquire

Address: Suite 300, 13577 Feather Sound Dr,
Clearwater, FL 34622

ARTICLE IV.

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

Name: Richard O. Jacobs, Esquire

Address: Suite 300, 13577 Feather Sound Dr,
Clearwater, FL 34622

ARTICLE V.

CAPITAL STOCK

This Corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock.

ARTICLE VI.

SHAREHOLDER'S AGREEMENT

The Shareholders of this Corporation may enter into a shareholder's agreement, or similar agreement, providing for the management of this Corporation, the election of Officers or Directors, or other matters. Such an agreement, if signed by all of the Stockholders, shall supersede any provisions of these Articles, or of the Bylaws that are in conflict.

ARTICLE VII.

PREEMPTIVE RIGHTS

The holders of issued and outstanding shares shall be entitled to preemptive rights within the meaning of Florida Statutes, Chapter 607.

ARTICLE VIII.

EFFECTIVE DATE OF ARTICLES

These Articles shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 12th day of November, 1996, for the purpose of organizing this Corporation under the laws of the State of Florida.


Richard O. Jacobs

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. Date: November 12, 1996.


Richard O. Jacobs

FILED
96 NOV 15 11 8:55
STATE
TREASURER