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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: OFAN PHARMACEUTICAL, INC.

AUDIT NUMBER.....H96000017230

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION  
OF  
OFAN PHARMACEUTICAL, INC.**

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TALLAHASSEE, FLORIDA

For the purpose of forming a corporation under Ch.607 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

**ARTICLE 1**

The name of this corporation shall be OFAN PHARMACEUTICAL, INC. its principal place of business shall be in South Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

**ARTICLE 11**

The specific purpose of this corporation is to engage in any lawful business, not withstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by Laws.

**ARTICLE 111**

The total authorized capital stock of this corporation shall be one hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV**

The amount of capital with which this corporation shall begin shall be not less than one hundred dollars (\$100.00).

Prepared by: Gordon & Associates, P.A.  
10621 N. Kendall Dr. #120  
Miami, FL 33176  
(305) 595-2886

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**ARTICLE V**

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

**ARTICLE VI**

The number of Directors of said corporation shall be provided in the By-Laws but in no event shall the number be less than (1) nor more than (5).

**ARTICLE VII**

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-Laws, are:

Achineke L. Ofoleta, President  
17041 S. W. 109 Place  
Miami, Florida 33157

Oliver O. Anam, Vice President  
19060 N.W. 57 Avenue  
Miami, Florida 33015

**ARTICLE VIII**

The registered address of the principal office of the corporation shall be

17041 S.W. 109 Place  
Miami, Florida 33157

**ARTICLE IX**

In furtherance and not in limitation of powers conferred upon the Board of Directors, the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the By-Laws so provide, may hold their meetings within or without the State of Florida. The corporation may in its By-Laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors.

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**ARTICLE X**

Amendments and revisions, including alteration of any provision, of these Articles, and the By-Laws, shall be by the shareholders or by a majority vote of shareholders voting, in the manner now or hereafter prescribed by the Statutes.

**BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the shareholders.

**ARTICLE XI**

Shares of capital stock of this corporation shall be vested in the following persons and in the amount set opposite their names

<b><u>NAME</u></b>	<b><u>NUMBER OF SHARES</u></b>
Achineke L. Ofoleta	50%
Oliver O. Anam	50%

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

**ARTICLE XII**

Special meetings of shareholders may be called by Certified Mail, Return Receipt Requested, giving five (5) days written notice.

**ARTICLE XIII**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

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**ARTICLE XIV****RIGHT OF SHAREHOLDER TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders

**ARTICLE XV****SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

**ARTICLE XVI****MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

**ARTICLE XVII****POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XVIII****MEETING BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by means of conference telephone as provided.

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**ARTICLE XIX****DIVIDENDS**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

**ARTICLE XX****IDENTIFICATION**

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XXI****AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon shareholders is subject to this reservation.

**ARTICLE XXII****NOTICE**

Any notice required herein shall be by Certified Mail, Return Receipt Requested, or hand delivered to the stockholders at the following address:

17041 S.W. 109 Place  
Miami, Florida 33157

**ARTICLE XXIII**

The names and addresses of the subscribers to these articles are:

Achineke L. Ofoleta  
17041 S.W. 109 Place  
Miami, Fl. 33157

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XXIV

The name and address of the resident agent of this corporation is:

Achineke L. Ofoleta  
17041 S.W. 109 Place  
Miami, Fl. 33157

ARTICLE XXV

I, Achineke L. Ofoleta, a subscriber to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent for OFAN PHARMACEUTICAL, INC. hereunto set my hand and seal this 27<sup>th</sup> day of NOVEMBER 1996.



FILED  
96 DEC -9 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(STATE OF FLORIDA )  
S.S  
(COUNTY OF DADE )

On this \_\_\_\_ day of \_\_\_\_\_, 1996, before me, the undersigned, a notary public in and for said county in said state, personally appeared Achineke L. Ofoleta to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed the same in their voluntary act and deed.

\_\_\_\_\_  
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

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