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January 24, 1997

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*****70.00 *****70.00

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

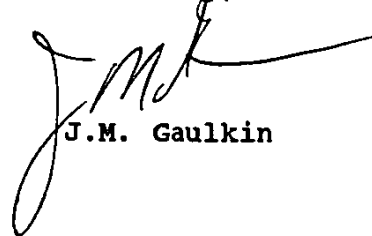
Re: AMERICAN PHARMACEUTICAL CORPORATION

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of American Pharmaceutical Corporation and a \$70.00 check. Please return the time stamped copy to the undersigned at the address stated above.

If you have any questions whatsoever please do not hesitate to contact me at your earliest convenience.

Sincerely,



J.M. Gaulkin

JMG:mr
Encls.

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97 JAN 27 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN PHARMACEUTICAL CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN PHARMACEUTICAL CORPORATION

The address of the principal office of this corporation shall be 8390 N.W. 53rd Street, Suite 105, Miami, Florida 33166 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The purpose of this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the united States, the State of Florida or any other state, country, 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 2,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4627 Ponce de Leon Blvd., Second Floor, Coral Gables, Florida 33146 and the name of the initial registered agent of the corporation at that address shall be Joel M. Gaulkin, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have four (4) officer(s) and four (4) director(s), initially. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, until his successor is elected or appointed is:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Heriberto Canela	President, Director	8390 N.W. 53 Street Suite 105 Miami, Florida 33166
Steve Zabielsky	Vice President, Director Secretary	8390 N.W. 53 Street Suite 105 Miami, Florida 33166
Teresa Bertemati	Treasure, Director	8390 N.W. 53 Street Suite 105 Miami, Florida 33166
Anncecille Izquierdo	Director	8390 N.W. 53 Street Suite 105 Miami, Florida 33166

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Joel M. Gaulkin, Esq.

4627 Ponce de Leon Blvd.
Second Floor
Coral Gables, FL 33146

Signed on Jan 24, 1997.

By: [Signature]
Joel M. Gaulkin, Incorporator

ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
AMERICAN PHARMACEUTICAL CORPORATION

Joel M. Gaulkin, as a sole incorporator, for value received
hereby assigns any and all rights he may have as such incorporator
to the following:

Steve Zabelinsky

Dated the 24th day of January, 1997.

By

Joel M. Gaulkin, Incorporator

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SECRET
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for AMERICAN PHARMACEUTICAL CORPORATION at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Joel M. Gaulkin

By: 

Joel M. Gaulkin

Date: 

1-24-97