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H. BRADLEY STAGGS
RANDY K. STEIN
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

February 12, 1997

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

200002107752--2
-03/07/97--01108--004
****122.50 ****122.50

Re: Dunhall Pharmaceuticals, Inc.
Our File No. DUNP-0

EFFECTIVE DATE
2-12-97

Dear Madam or Sir:

On behalf of our captioned client, enclosed are an original and one copy of its of Incorporation, together with our firm check in the amount of \$122.50 in payment the following charges:

1.	Filing Fee for Articles of Incorporation	\$35.00
2.	Certified copy of Articles of Incorporation	52.50
3.	Registered Agent Fee	<u>35.00</u>

\$122.50

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, please call me directly.

Yours truly,


John N. Giordano

JNG/src
Enclosures
cc: George W. Heaton
Curtis Wiseman
116894.01

FEB 13

B5B
308, 613
W97-3583



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

BUSH, ROSS, GARDNER, WARREN & RUDY, P.A.
220 SOUTH FRANKLIN STREET
TAMPA, FL 33602

SUBJECT: DUNHALL PHARMACEUTICALS, INC.
Ref. Number: W97000003583

We have received your document for DUNHALL PHARMACEUTICALS, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00007771

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

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NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

March 5, 1997

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

Re: Dunhall Pharmaceuticals, Inc.
Our File No. DUNP-0

Dear Ms. Baker:

On behalf of our captioned client, I am resubmitting an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

- | | | |
|----|---|--------------|
| 1. | Filing Fee for Articles of Incorporation | \$35.00 |
| 2. | Certified copy of Articles of Incorporation | 52.50 |
| 3. | Registered Agent Fee | <u>35.00</u> |

\$122.50

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed.

Pursuant to your letter dated February 13, 1997, I am enclosing an Affidavit permitting the immediate use of this name. Thank you for your help in this matter. If you have any questions, please call me directly.

Sincerely,


Stephanie R. Conn
Legal Assistant

JNG/src
Enclosures

116894.01

AFFIDAVIT OF MONTE J. STAHA
DUNHALL PHARMACEUTICALS, INC.,
A FLORIDA CORPORATION

FILED

97 Feb 13 PM 1:15

TALLAHASSEE, FLORIDA

STATE OF ARKANSAS

COUNTY OF Benton

Monte J. Staha, as President of Dunhall Pharmaceuticals, Inc., a Florida corporation (the "Company"), being sworn states the following:

1. On August 23, 1996, the Company was administratively dissolved.
2. The Company hereby waives any and all rights and interests in the name Dunhall Pharmaceuticals, Inc. and releases the name for immediate use to a new corporation.

DUNHALL PHARMACEUTICALS, INC.

By: [Signature]
Monte J. Staha, President

STATE OF ARKANSAS

COUNTY OF Benton

The foregoing instrument was acknowledged before me this 27th day of February, 1997, by Monte J. Staha, as President of Dunhall Pharmaceuticals, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced personally known as identification and did take an oath.

[Signature]
NOTARY PUBLIC, State of Florida at Large
Arkansas

Print Name: Delphia Faye Bohall

My Commission Expires: 05-22-2002

ARTICLES OF INCORPORATION
OF
DUNHALL PHARMACEUTICALS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE

2-12-97

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is Dunhall Pharmaceuticals, Inc. and its principal office and mailing address is 350 Royal Poinciana Plaza, Suite #3C, Palm Beach, Florida 33480.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on February 12, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Stephanie R. Conn

Address

220 South Franklin Street
Tampa, Florida 33602

. . .

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 12th day of February, 1997.


Stephanie R. Conn

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CERTIFICATE DESIGNATING
REGISTERED AGENT

FILED

97 Feb 13 PM 1:15

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, ~~DUNHALL~~ ^{STATE} ~~PHARMACEUTICALS, INC.~~ ^{TALLAHASSEE, FLORIDA}, desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

DUNHALL PHARMACEUTICALS, INC.

By Stephanie R. Conn
Stephanie R. Conn, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John N. Giordano
John N. Giordano

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