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February 4, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Medipharm International, Inc.

Dear Sir or Madam:

Enclosed herein please find the following:

1. Original and one signed copy of Articles of Incorporation for Medipharm International, Inc.

2. Check in the amount of \$122.50 made payable to the Secretary of State for filing of same.

Please return a certified copy of the Articles of Incorporation to the undersigned in the envelope provided.

Thank you for your attention and cooperation in this matter.

Very truly yours,

Michelle R. Abramson
Michelle R. Abramson, Esq.

MRA:jz
Enclosures

*Dmc
3/12/97*

*Called Michelle
gave auth by phone
to correct Article V.*

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97 MAR -6 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MEDIPHARM INTERNATIONAL ENTERPRISES, INC.

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

MEDIPHARM INTERNATIONAL ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The purpose or purposes for which the corporation is organized is for the international distribution and sales of medical equipment and pharmaceuticals and the establishment of pharmaceutical and/or medical laboratories and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the laws of the state, territory, district or possession of the United States, or by the foreign country.

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ALLAHAMSCOTT STATE

ARTICLE IV - AUTHORIZED SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is 500 shares of Capital Stock with a par value of one dollar (\$1.00) per share.

Initial Issue: An initial one hundred (100) shares of Capital Stock of the corporation shall be issued for cash at a value of one dollar (\$1.00) per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

Classes of Stock. The shares of the corporation are not to be divided into classes. There shall be one class known as common shares.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of said corporation is to be located at: 3411 North Surf Road, #2, Hollywood, FL 33020, and the name of the initial Registered Agent at such address is Dr. John McGoohan. The Corporation retains the privilege, however, of having branch offices or places of business at any other place, or places, within or without the State of Florida, or in foreign countries.

ARTICLE VI - CONDUCT OF BUSINESS

The business of this corporation shall be conducted by a Board

of Directors which shall consist of no less than one (1) and no more than three (3) persons, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors who shall hold office from the organization of this corporation to the first Annual Meeting of shareholders, or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
Dr. John McGoohan	3411 North Surf Road, #2 Hollywood, FL
Patricia Carlson	1543 Monroe Street Hollywood, FL

ARTICLE VIII - INCORPORATOR

The name and address of the initial Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
Dr. John McGoohan	3411 N. Surf Road, #2 Hollywood, FL 33020

ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

ARTICLE X - AMENDMENTS

The Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Shareholders, proposed to them by the Director(s), at a stockholder's meeting, after due notice, by three-fourths of the stock entitled to vote thereon and present at the said meeting.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

97 MAR -6 PM 4: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

MEDIPHARM INTERNATIONAL ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

DR. JOHN MCGOOHAN

(Name)

3411 N. SURF ROAD, #2

(P.O. Box NOT acceptable)

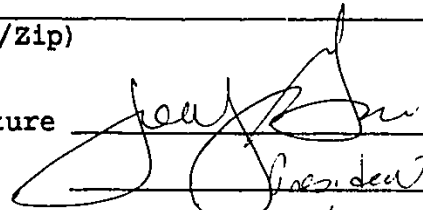
HOLLYWOOD, FL 33020

(City/State/Zip)

Signature

Title

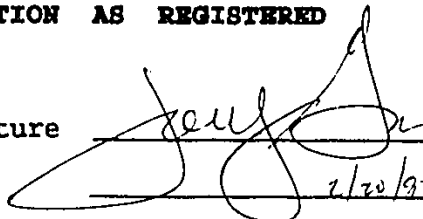
Date


President
2/20/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date


2/20/97

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation and thereafter holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any shareholder is determined by the ratio of the authorized and issued shares of common stock held by that holder as compared to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation, at Hollywood, Broward County, Florida, this 28th day of February, 1997.

[Signature]
INCORPORATOR

Signed, Sealed and Delivered
in the Presence of:

STATE OF FLORIDA)
 §
COUNTY OF)

The foregoing instrument was acknowledged before me this _____ day of February, 1997, by Dr. John McGoochan, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

(SEAL)

[Signature]
Signature of person taking acknowledgment

SAMUEL R. HALPERN

Typed or printed name of person taking acknowledgment
Notary Public, State of Florida
Title or rank

Serial number



SAMUEL R HALPERN
My Commission CC551780
Expires Apr. 30, 2000