

P97000039285



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 352118 5011226

AUTHORIZATION : *Patricia P.*

COST LIMIT : \$ 122.50

ORDER DATE : May 2, 1997

600002162886--5

ORDER TIME : 9:19 AM

ORDER NO. : 352118-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Wendi M. Soudas  
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: SG PHARMACEUTICALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

RECEIVED  
97 MAY -2 AM 9:56  
DIVISION OF CORPORATION  
FLORIDA

5

97 MAY -2 1997

**ARTICLES OF INCORPORATION  
OF  
SG PHARMACEUTICALS, INC.**

FILED  
JAN 15 1983  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is SG PHARMACEUTICALS, INC. The mailing address of the corporation shall be 102 East Highland Boulevard, Inverness, Florida 34452.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Richard A. Rodgers

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Richard A. Rodgers	201 E. Pine St., Suite 1200 Orlando, Florida 32801

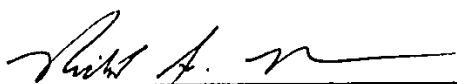
ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - AMENDMENT

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

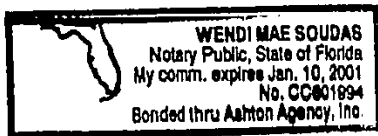
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of May, 1997.

  
\_\_\_\_\_  
Richard A. Rodgers, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of May, 1997, by Richard A. Rodgers, who is personally known to me and who did not take an oath.



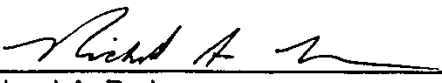
AFFIX NOTARY STAMP

Wendi Mae Soudas  
Signature of Notary Public

WENDI MAE SOUDAS  
(Print Notary Name)  
My Commission Expires: 1/10/01  
Commission No.: CC601994

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of  
SG PHARMACEUTICALS, INC., I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
Richard A. Rodgers

FILE  
TALLAHASSEE, FLORIDA  
JUL 11 1992