

P97000053254  
*Gemini Integrated*

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TORONTO, ONTARIO, CANADA  
M5C 1G8  
TEL.: 416-388-4242  
FAX: 416-594-4466  
INTERNET: <http://www.geminicorp.com>

FINANCIAL SERVICES CORP.

ONE EAST BROWARD BLVD.  
SUITE 700  
FORT LAUDERDALE, FLORIDA, U.S.A., 33301  
TEL.: 954-713-2807  
FAX: 954-713-2860  
INTERNET: <http://www.geminicorp.com>

June 13, 1997

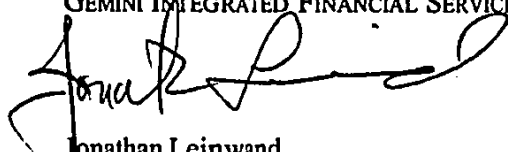
Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

FILED  
97 JUN 16 AM 10:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for PGS Pharmaceuticals Group, Inc. to be filed as a new Florida corporation along with a check for \$122.50 for a certified copy of the same.

Sincerely,  
GEMINI INTEGRATED FINANCIAL SERVICES CORP.

  
Jonathan Leinwand  
Managing Director

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\*\*\*\*122.50 \*\*\*\*122.50

OK  
6/17/97

**ARTICLES OF INCORPORATION  
OF  
PGS PHARMACEUTICALS GROUP, INC.**

**FILED**

97 JUN 16 AM 10:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I--NAME**

The name of the Corporation is PGS PHARMACEUTICALS GROUP, INC.

**ARTICLE II--PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

**ARTICLE III--CAPITAL STOCK**

The Corporation is authorized to issue 50,000,000 shares of Common Stock with no par value.

**ARTICLE IV--INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial Registered Agent is:

Jonathan D. Leinwand, One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301.

#### **ARTICLE V--PURPOSE**

This corporation is organized for the purpose of transacting any lawful business.

#### **ARTICLE VI--INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is:

| <u>Name</u>          | <u>Address</u>   |
|----------------------|--|
| Jonathan D. Leinwand | One East Broward Boulevard, Suite 700,<br>Fort Lauderdale, Florida 33301 |

#### **ARTICLE VII--BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

#### **ARTICLE VIII--INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

### **ARTICLEIX-AMENDMENTS**

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

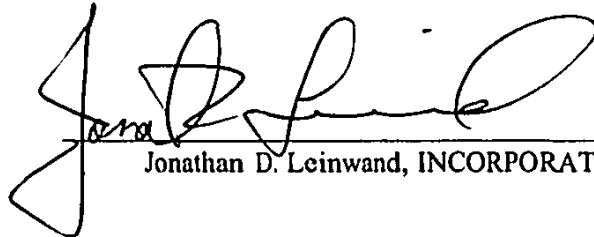
**ARTICLEX-INCORPORATOR**

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

Name  
Jonathan D. Leinwand

Address  
One East Broward Boulevard, Suite 700,  
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 13 day of June, 1997.

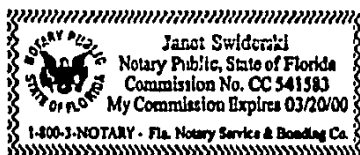
  
Jonathan D. Leinwand, INCORPORATOR

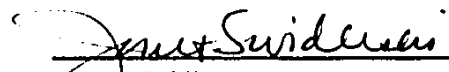
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Jonathan D. Leinwand, personally known by me and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13<sup>th</sup> day of June, 1997.



  
Notary Public

My commission expires:

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

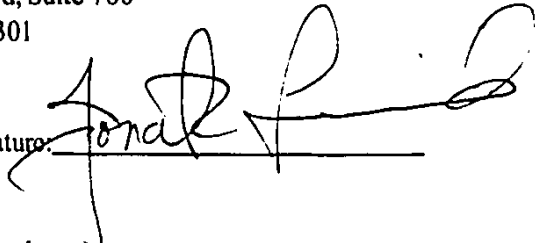
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97 JUN 16 AM 10:28

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned, ~~SECRETARY OF STATE~~ ~~ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED~~ corporation, organized under the laws of the State of Florida, submits this document in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is: PGS PHARMACEUTICALS GROUP, INC.
2. The name and address of the Registered Agent and office is:

JONATHAN LEINWAND  
One East Broward Boulevard, Suite 700  
Fort Lauderdale, Florida 33301

Signature: 

Title: Incorporator

Date: June 13, 1997

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: 

Jonathan D. Leinwand

Date: June 13, 1997