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ACCOUNT NO. : 072100000032

REFERENCE : 457496 9029A

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 122.50

ORDER DATE : July 10, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 457496-005

600002235436--3

CUSTOMER NO: 9029A

CUSTOMER: Kathy Moro, Legal Assistant  
FRANK EFFMAN WEINBERG & BLACK,  
P.A.  
Second Floor  
8000 Peters Road  
Plantation, FL 33324

DOMESTIC FILING

NAME: SUBA-RX, 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: Warren Whittaker

EXAMINER'S INITIALS:

RECEIVED  
JUL 10 11 08 19  
TALLAHASSEE, FLORIDA  
STATE

RECEIVED  
JUL 10 2 40  
DIVISION OF CORPORATION

EN 11 1997

FILED

ARTICLES OF INCORPORATION 97 JUL 10 AM 8:19

OF

SUBA-RX, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

SUBA-RX, INC.

The address of the principal office of this corporation shall be c/o Frank Effman Weinberg & Black, P.A., Second Floor, 8000 Peters Road, Plantation, Florida 33324 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may 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 400 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 8000 Peters Road, Suite 200, Plantation, Florida 33324, and the name of the initial registered agent of the corporation at that address is Steve Weinberg.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Barry Sternberg Dir.	c/o Frank Effman Weinberg & Black, P.A. 8000 Peters Road, Suite 200 Plantation, Florida 33324
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Susan Sternberg Dir.	c/o Frank Effman Weinberg & Black, P.A. 8000 Peters Road, Suite 200 Plantation, Florida 33324
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ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 10, 1997.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

HBD/rww

# CERTIFICATE OF DESIGNATION OF

## REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 817.0501, 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: SUBA-RX, INC.

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

STEVE WEINBERG

(Name)

8000 PETERS ROAD, SUITE 200

(P.O. Box or Mail Drop Box **NOT** acceptable)

PLANTATION, FLORIDA 33324

(City/State/Zip)

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)

07-10-97

(Date)