

P97000076033

FedEx USA Airbill

800136867913



8/29/97

2112-0563-6

Robert B. Smith, Esq. (305) 379-4620

ROBERT B SMITH PA

Office Use Only

W FLAGLER ST STE 720

), (if known):

91 SEP -2 PM 3 36
ORIGINAL OF STATIONS
ORIGINAL OF STATIONS

1. Com Tec, Inc. (Corporation Name) (Document #)
2. (Michael Salit M.D. 561-395-6555) (Corporation Name) (Document #)
3. (Michael Salit M.D. 561-395-6555) (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

400002284194--0
-09/03/97--01082--005
****122.50 ****122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

(Dr.)
Mr. Salit GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art VII + RA page
DATE 9/3
DOC. EXAM 51

9/3

Examiner's Initials	
---------------------	--

ARTICLES OF INCORPORATION
OF
COM TEC, INC.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 SEP -2 PM 3:37

The undersigned, acting as incorporator of Com Tec, Inc.
under the Florida General Corporation Act, adopts
the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Com Tec, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date
of subscription and acknowledgment of these Articles of Incorpo
ration by the Secretary of State, State of Florida.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 7761 La Mirada
Drive, Boca Raton, Florida 33433.

ARTICLE IV. DURATION

The corporation will exist perpetually.

ARTICLE V. PURPOSE

This corporation shall serve as holding company that may
engage in any activity or business permitted under the laws of
the United States and Florida.

More specifically, the general purpose or purposes for which
the holding company is organized are as follows:

To manufacture, market, distribute and sell high tech medi

cal products, cosmeceuticals, nutraceuticals and pharmaceuticals.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at this time is 1000 shares of Class A common stock, having a par value of .001 cent per share. The consideration to be paid for each share of Class A common stock shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7761 La Mirada Drive, Boca Raton, Florida 33433 and the name of the corporation's initial registered agent at the address is Michael Salit.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1) or more than five (5). The name and street address of the initial directors are:

MS

<u>Name</u>	<u>Address</u>
Michael Salit, M.D., PhD.- Chairman/ CEO	7761 La Mirada Drive Boca Raton, FL 33433
Donald Clippinger- Chief Operating Officer/President	c/o 7761 La Mirada Drive Boca Raton, FL 33433

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The names and street addresses of the original shareholders are:

<u>Name</u>	<u>Address</u>
Michael Salit, M.D., PhD. Class A common stock - 600 shares	7761 La Mirada Drive Boca Raton, FL 33433
Donald Clippinger Class A common stock - 400 shares	7761 La Mirada Drive Boca Raton, FL 33433

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Michael Salit, M.D., PhD.	7761 La Mirada Drive Boca Raton, FL 33433

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this

corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XI. CUMULATIVE VOTING


Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

ARTICLE XII. BYLAWS


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII. BYLAWS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.



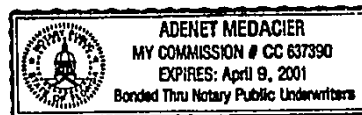
IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 19th day of August,
1997.


MICHAEL SALIT, M.D., Ph.D.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20th
day of August, 1997, by MICHAEL SALIT, M.D., Ph.D. *(personally known)*


Notary Public
State of Florida at Large



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Com Tec, Inc.
in the foregoing Articles of Incorporation, I
hereby agree to accept service
of process for said Corporation and to comply with any and all
Statutes relative to the complete and proper performance of the
duties of registered agent.

REGISTERED AGENT

By: Michael Salit
MICHAEL SALIT, M.D., Ph.D

SALIT.ART

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 PM 3:37