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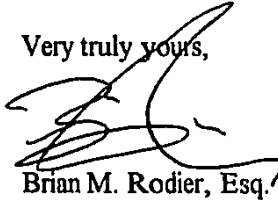
September 25, 1997

Department of State
Division of Corporations

Enclosed are articles of incorporation and Designation of Registered agent for Prime Health Therapeutics. Also enclosed is a check for \$122.50 (\$70.00 filing and \$52.50 Certified Copy).

Please send the copy back to the undersigned at the address above. Thank you.

Very truly yours,



Brian M. Rodier, Esq.

BMR/jlh

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau SEP 29 1997

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Prime Health Therapeutics, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

622 East Hallandale Beach Blvd.
Hallandale, FL 33009

ARTICLE III SHARES

The number of shares this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares.

ARTICLE IV PREEMPTIVE RIGHTS

If the corporation issues additional shares, current shareholders shall have first opportunity to purchase the additional shares issued that are required in order to maintain the same percentage of ownership the shareholder previously possessed. Shareholders shall have 10 days from the date of issue to decide whether they wish to acquire the additional stock before the stock may be sold to other parties.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ronald Mittler
622 East Hallandale Beach Blvd.
Hallandale, FL 33009

ARTICLE VI QUORUM AND VOTING

In order for the board of directors to vote on corporate action, the full presence of the entire board of directors is required and the vote of the board must be unanimous.

ARTICLE VII BOARD OF DIRECTORS

Ronald Mittler
Co- Chairman
12008 NW 13th Street
Pembroke Pines, FL 33026

Brian M. Rodier
Co- Chairman
200 Leslie Drive, Suite 810
Hallandale, FL 33009

ARTICLE VIII OFFICERS

The initial officers of the corporation shall be:

Ronald Mittler
President and Chief Executive Officer
622 East Hallandale Beach Blvd.
Hallandale, FL 33009

ARTICLE IX INCORPORATORS

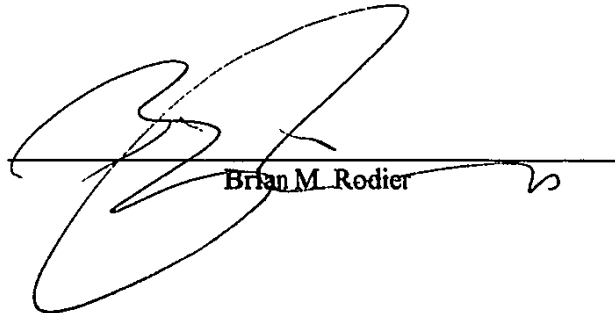
The names and street addresses of the incorporators to these Articles of Incorporation are:

Ronald Mittler
12008 NW 13th Street
Pembroke Pines, FL 33026

Brian M. Rodier
200 Leslie Drive, Suite 810
Hallandale, FL 33009

The undersigned incorporators have executed these Articles of Incorporation this 25 day of September, 1997.



Ronald Mittler

Brian M. Rodier


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

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 Prime Health Therapeutics, Inc.
2. The name and address of the registered agent and office is:

Ronald Mittler
622 East Hallandale Beach Blvd.
Hallandale, FL 33009

Having been named as the 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 am familiar with and accept the obligations of my position as registered agent.



Signature



Date

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