

P 97000087259



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559418 4803460

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$ 70.00

ORDER DATE : October 9, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 559418-005

CUSTOMER NO: 4803460

100002316151--5

CUSTOMER: Evelyn Verdon, Legal Asst  
LOWENSTEIN SANDLER KOHL FISHER  
& BOYLAN  
65 Livingston Avenue  
Roseland, NJ 07068-1791

DOMESTIC FILING

NAME: VP ACQUISITION CORP.

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: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 OCT -9 PM12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 OCT -9 AM11:33  
DIVISION OF CORPORATION

NOV OCT -9 1997

4

ARTICLES OF INCORPORATION  
OF  
VP ACQUISITION CORP.

FILED

97 OCT -9 PM 12: 14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name

The name of the corporation shall be: VP Acquisition Corp.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be: c/o Vital Pharma, Inc., 1006 West 15<sup>th</sup> Street, Riviera Beach, Florida 33404.

ARTICLE III

Purpose

The purpose for which this corporation is organized is to engage in any activity within the purposes for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE IV

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 Shares of Common Stock, No Par Value.

## ARTICLE V

### Initial Registered Agent and Street Address

The name and Florida Street address of the initial registered agent are: Hal Baseman,  
1006 West 15<sup>th</sup> Street, Riviera Beach, Florida 33404.

## ARTICLE VI

### First Board of Directors

The first board of directors will consist of 3 persons whose names are as follows:

Terry D. Wall  
Anthony J. Dimun  
Hal Baseman

## ARTICLE VII

### Indemnification

Every person who is or was a director or officer, employee or agent of the corporation shall be indemnified by the corporation to the fullest extent allowed by law against all expenses and liabilities reasonably incurred by or imposed upon that person in connection with any proceeding in which that person may be made, or threatened to be made, a party, or in which that person may become involved by reason of that person being or having been a director or officer, employee or agent of the corporation, or of serving or having served in any capacity with any other enterprise at the request of the corporation, whether or not that person is a director or officer, employee or agent of the corporation, or continues to serve the other enterprise, at the time the expenses or liabilities are incurred or imposed.

## ARTICLE VIII

### Personal Liability of Directors or Officers

A director or an officer of the corporation shall not be personally liable to the corporation or its shareholders for breach of any duty owed to the corporation or its shareholders, except to the extent an exemption from personal liability is not permitted under the Florida Business Corporation Act.

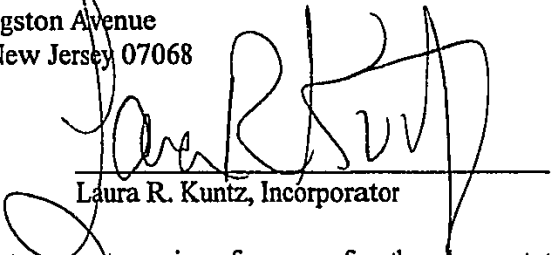
## ARTICLE IX

### Incorporator

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

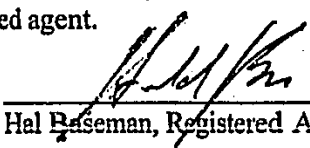
Laura R. Kuntz  
65 Livingston Avenue  
Roseland, New Jersey 07068

Dated: September 30, 1997

  
\_\_\_\_\_  
Laura R. Kuntz, Incorporator

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.

Dated: 10/7, 1997

  
\_\_\_\_\_  
Hal Baseman, Registered Agent

FILED  
97 OCT -9 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA