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HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

FILED
97 NOV 20 PM 2:31
STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. KOS/CIBUS Pharmaceutical, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

4:00

☒ 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

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

RECEIVED
97 NOV 20 AM 10:03
DIVISION OF CORPORATION

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-11/20/97-01011-031
****122.50 ****122.50

ARTICLES OF INCORPORATION
OF
KOS/CIBUS PHARMACEUTICAL, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of KOS/CIBUS PHARMACEUTICAL, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

KOS/CIBUS PHARMACEUTICAL, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 1001 Brickell Bay Drive, 25th Floor, Miami, Florida 33131.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have four 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. The name and street address of the initial directors are:

Name	Address
Fred Sexton	1001 Brickell Bay Drive 25th Floor Miami, Florida 33131
David Friend	1001 Brickell Bay Drive 25th Floor Miami, Florida 33131
George Blews	1001 Brickell Bay Drive 25th Floor Miami, Florida 33131
Duncan Cocroft	1001 Brickell Bay Drive 25th Floor Miami, Florida 33131

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Name	Address
Steven Sonberg	One East Broward Boulevard Suite 1300 Fort Lauderdale, FL 33301


The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, 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 stock of this corporation, this assignment becoming

effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, 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.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 19th day of November, 1997.


Steven Sonberg

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

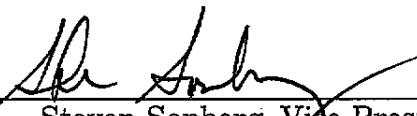
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Kos/Cibus Pharmaceutical, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, State of Florida, has named Intrastate Registered Agent Corporation, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Steven Sonberg, Vice President

FTL1-272588.1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA