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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: RHEALM INCORPORATED

AUDIT NUMBER.....H98000003675

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 2/25/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1998

EMPIRE

SUBJECT: RHEALM INCORPORATED
REF: W98000004065

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Sharon Tala
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ARTICLES OF INCORPORATION

(PRINT [capital letters in black ink] or type)

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ARTICLE I - CORPORATE NAME:

The name of the Corporation shall be:

RHEALM PHARMECEUTICAL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - CORPORATE POWERS:

The Corporation is organized for the purpose of transacting any and all business, for which a corporation may be organized in the State of Florida.

(Profession, if a P.A.: _____)

ARTICLE III - CAPITAL STOCK:

The authorized capital stock of the Corporation shall be 5,000 shares of common stock, with a par value of \$1 per share. The Corporation plans to initially issue 1,000 shares, reserving the balance for subsequent issuance.

ARTICLE IV - INCORPORATOR/DIRECTOR/REGISTERED AGENT/ADDRESS
/PRINCIPAL ADDRESS:

IN WITNESS WHEREOF, this is to certify that the undersigned incorporator, who shall also serve as initial director and registered agent, hereby makes, subscribes, acknowledges and files these Articles of Incorporation, in order to form a corporation under the laws of the State of Florida, and hereby accepts designation as registered agent.

NAME

ADDRESS

Richard H Mann
(Signature)

258 SE 6 Avenue
(Street address)

Richard H Mann
(Name)

Delray Bch. FL 33483
(City, State, Zip)

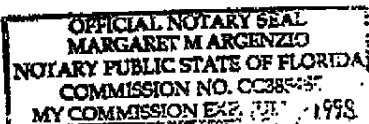
Prepared by: Martin R Rappaport CPA PA
4300 N UNIVERSITY DR B-102
LAUDERHILL FL 33351
(954) 572-6006

STATE OF FLORIDA]

COUNTY OF Broward]

SWORN TO AND SUBSCRIBED before me, this 23 day of February, 1998

Margaret M Argenzio
FLORIDA NOTARY PUBLIC



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

In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First-That Rhealm Pharmaceutical, Inc. desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the articles of incorporation
at City of Delray Bch., County of Palm Bch., State of Florida
has named Richard H. Mann located at 258 SE 6 Ave., City of Delray
Bch., County of Palm Bch., State of Florida, as its agent to
accept service of process within.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

By: 

Signature
Registered Agent

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