

P98000026327

Zhenwei(John) Yao  
4471 N. W. 36<sup>th</sup> Street, Suite 215  
Miami Springs, Fl 33166  
Tel: (305) 882 0700 Fax: (305) 882 0771

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 20 PM 2:07

March 10, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Fl 32301

Re: Article of Incorporation  
Vina Pharmaceuticals, Inc.

800002456248--2  
-03/13/98--01017--005  
\*\*\*\*122.50 \*\*\*\*122.50

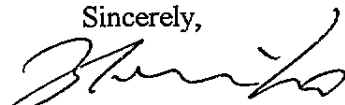
Gentlemen:

Enclosed are an original and a copy of Articles of Incorporation for the above corporation.  
Also enclosed is our check in the amount of \$122.50 as follows:

|                            |          |
|----------------------------|----------|
| Filing Fee                 | \$35.00  |
| Certified Copy of Charter  | 52.50    |
| Resident Agent Certificate | 35.00    |
| Total                      | \$122.50 |

Please send us a certified copy of the Article when filed. Thank you for your cooperation and assistance.

Sincerely,

  
Zhenwei Yao

611,  
789,2557,2550  
w/98--5752  
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D. BROWN MAR 20 1998



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

March 16, 1998

ZHENWEI (JOHN) YAO  
4471 N.W. 36TH STREET  
SUITE 215  
MIAMI SPRINGS, FL 33166

SUBJECT: VINA PHARMACEUTICALS, INC.  
Ref. Number: W98000005752

We have received your document for VINA PHARMACEUTICALS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 598A00014007

**Articles of Incorporation  
of  
Vina Pharmaceuticals, Inc.**

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**Article I - Name**

The name of the corporation is **Vina Pharmaceuticals, Inc.**

**Article II - Effective Date and Duration**

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**Article IV - Preferred and Common Stock**

The corporation is authorized to issue up to Fifty Million (50,000,000) shares of preferred stock with a par value of One Dollar (\$1.00). Additionally, the corporation is authorized to issue up to Fifty Million (50,000,000) shares of common stock with no par value.

**Article V - Authority**

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation.

**Article VI - Dividends**

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

**Article VII - Incorporator**

The name of and the address of the incorporator of this corporation is as follows:

Zhenwei (john) Yao  
4471 N. W. 36<sup>th</sup> Street, Suite 215  
Miami Springs, Fl 33166

**Article VIII - Officers and Directors**

The following persons hereby hold the offices indicated, subscribe to the number of shares indicated, and reside at the addresses listed:

| Name   | Number of<br>Shares<br>(Common Stock) | Office   |
|--|---------------------------------------|----------|
| Zhenwei(john) Yao<br>4471 N.W. 36 <sup>th</sup> Street, Suite 215<br>Miami Springs, Fl 33166 | 1                                     | Director |
| Robert Edwards<br>1173 Hillsboro Mile<br>Hillsboro Beach, Fl 33062                           | 0                                     | Director |

Directors shall hold office for a period of one (1) year and shall be elected at each shareholder's meeting. There shall be two (2) directors initially.

#### **Article IX - Powers of Directors**

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of this corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

#### **Article X - Principal Place of Business**

The principal place of business of this corporation shall be 4471 N. W. 36<sup>th</sup> Street, Suite 215, Miami Springs, Fl 33166. The Board of Directors may from time to time move the place of business of this corporation.

#### **Article XI - Registered Agent**

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is Zhenwei(john) Yao, 4471 N. W. 36<sup>th</sup> Street, Suite 215, Miami Springs, Fl 33166

#### **Article XII - Private Property of Shareholders**

The private property of the shareholders shall no be subject to the payment of any corporate debt to any extent whatsoever.

#### **Article XIII - Excess Salary**


In the event that the Internal Revenue Services determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from its earnings as the operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

#### **Article XIV - Excess Business Expense**

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

#### **Article XV - Amendment**

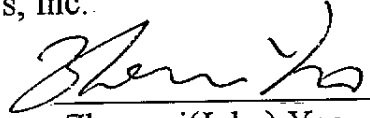
This corporation reserves the right to amend or repeal any provision contained in these Article of Incorporation or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

  
Zhenwei(John) Yao

3/10/98  
Dated

**Acceptance**

I, Zhenwei(John) Yao, whose address is 4471 N. W. 36<sup>th</sup> Street, Suite 215,  
Miami Springs, Fl 33166, do accept the appointment of Registered Agent for  
the Vina Pharmaceuticals, Inc.



Zhenwei(John) Yao  
Registered Agent

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