

P98000039331



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 801546 4303929

AUTHORIZATION :

COST LIMIT : \$

122.50

Patricia Pujant

ORDER DATE : April 30, 1998

ORDER TIME : 10:42 AM

ORDER NO. : 801546-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG

1221 Brickell Avenue

Miami, FL 33131

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 3:16

400002506664--4

DOMESTIC FILING

NAME: TRIUMPH BIOLOGICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

g 4/30/98

RECEIVED
98 APR 30 PM 12:06
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
TRIUMPH BIOLOGICS, INC.

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DIVISION OF CORPORATIONS
98 APR 30 PM 3:16

ARTICLE I

The name of the corporation is TRIUMPH BIOLOGICS, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 12000 Biscayne Boulevard, Suite 400, Miami, Florida 33181.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the members of the initial Board of Directors,

who will serve as the Corporation's directors until successors are duly elected and qualified are:

Robert Shapiro
12000 Biscayne Boulevard, Suite 400
Miami, Florida 33181

Eric Turetsky
12000 Biscayne Boulevard, Suite 400
Miami, Florida 33181

Matthew Crook
12000 Biscayne Boulevard, Suite 400
Miami, Florida 33181

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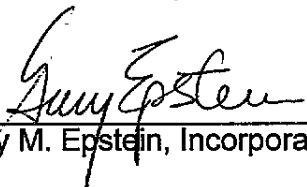
ARTICLE VII

The name of the Incorporator is Gary M. Epstein and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

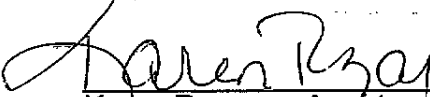
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29th day of April, 1998.



Gary M. Epstein, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TRIUMPH BIOLOGICS, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company


Karen Rozar as Agent

Dated: April 30, 1998