

5/21/98

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FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~XXXX~~ ~~XXXX~~ *Greg*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: WHOL. PHARM. EXPORTS, INC.

AUDIT NUMBER.....H98000009576

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 1, 1998

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: WHOL.PHARM.EXPORTS, INC.
REF: W98000011674

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
WHOL. PHARM. EXPORTS, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
WHOL. PHARM. EXPORTS, Inc.
114 B Ponce De Leon Boulevard
Coral Gables FL 33135

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Skip Taylor
1000 Lincoln Road, Suite 230
Miami Beach FL 33140

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

John Cabanas
Skip Taylor

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Skip Taylor | FL Bar Member 221694
Law Offices of Skip Taylor
P.O. Box 402164
Miami Beach FL 33140
305-358-3572

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

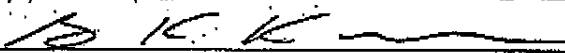
The name and address of the incorporator is:

Skip Taylor
Law Offices of Skip Taylor
P.O. Box 402164
Miami Beach FL 33140

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 1, 1998.

The undersigned incorporator executed these Articles of Incorporation on June 1, 1998.


SKIP TAYLOR
by G.K. Kuroda as attorney-in-fact

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Law Offices of Skip Taylor
P.O. Box 402164
Miami Beach FL 33140
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

WHOL. PHARM. EXPORTS, Inc.

REGISTERED AGENT/OFFICE:

**Skip Taylor
1000 Lincoln Road, Suite 230
Miami Beach FL 33140**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


SKIP TAYLOR

by G.K. Kuroda as attorney-in-fact

Date: June 1, 1998.

**Skip Taylor | FL Bar Member 221694
Law Offices of Skip Taylor
P.O. Box 402164
Miami Beach FL 33140
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