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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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FAX #: (305)541-3770

NAME: INTERNATIONAL PHARMA LABORATORIES CORPORATIO

AUDIT NUMBER.....H98000012274

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

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

BR 7/2/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1998

EMPIRE

SUBJECT: INTERNATIONAL PHARMA LABORATORIES CORPORATION, INC.
REF: W98000015166

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

WE ARE NOT ABLE TO FILE A CORPORATION WITH A DOUBLE SUFFIX (CORPORATION, INC.). PLEASE DELETE ONE OF THOSE SUFFIXES AND MAKE THE NECESSARY CHANGES THROUGHOUT THE DOCUMENT.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger
Document Specialist

FAX Aud. #: H98000012274
Letter Number: 898A00035862

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ARTICLES OF INCORPORATION
OF
INTERNATIONAL PHARMA LABORATORIES CORPORATION

The undersigned subscriber(s) of these Articles of Incorporation, each natural person(s) competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:
INTERNATIONAL PHARMA LABORATORIES CORPORATION

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the objects and manufacturer and development of a joint regeneration complex, and other business ventures of any nature whatsoever both within and outside the State of Florida, and any all other lawful purposes not prohibited by the laws of the United States or the State of Florida.

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And, further, to borrow or raise money for any purpose of the company, and to secure the same at such rates of interest as the Corporation may determine, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal, rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

Manuel F. Fente, P.A.
1110 Brickell Avenue, Seventh Floor
Miami, Florida 33131
Florida Bar No: 234737
(305) 372-1350

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ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is:

One thousand (1000) shares of common stock, at One (\$1.00) dollars par value, which shall be the only shares entitled to vote.

One thousand (1000) shares of preferred stock no par value which shall be non-voting. The preferred shares shall be entitled to preference over all other classes of shares with respect to distributions including dividends. The Board of Directors, during its first meeting shall specify by resolution the order of preference for this class of shares.

ARTICLE IV

The amount of stated capital with which this corporation will begin business is not less than: One thousand (\$1,000.00) dollars.

ARTICLE V,
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is: 10295 Collins Avenue, Suite #908-N, Bal Harbour, Florida 33154.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII
DIRECTOR(S)

The number of Directors maybe increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII

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INITIAL BOARD OF DIRECTORS

The name and post office address of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the By-laws and the Corporation law of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their

successors are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Cesar Nieves President/Secretary	10295 Collins Avenue, Suite #908-N, Bal Harbour, Florida 33154.
Marcelino Arean Vice-President	10295 Collins Avenue, Suite #908-N, Bal Harbour, Florida 33154.
Esteban Genao Director	10295 Collins Avenue, Suite #908-N, Bal Harbour, Florida 33154.

ARTICLE IX SUBSCRIBERS

The name(s) and post office address(es) of each subscriber of these Articles of Incorporation:

<u>Name</u>	<u>Address</u>
Manuel F. Fente, Esq.,	1110 Brickell Avenue, 7 th Floor Miami, Florida 33131

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Director(s), proposed by them to the Stockholders, and approved at a Shareholder's meeting by majority of the shares entitled to vote hereon.

ARTICLE XI DESIGNATION OF REGISTERED RESIDENT AGENT

That, Manuel F. Fente, Esq., 1110 Brickell Avenue, Seventh Floor, Miami, Florida 33131, hereby named registered resident agent for this corporation to be its agent and to accept service of

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process within the State of Florida at this registered office.

ARTICLE XII
PRE-EMPTIVE RIGHTS

Any Shareholder or the corporation desiring to sell his/her shares in the corporation, shall first offer those shares to the other Shareholders upon the same terms and conditions as the shares are being offered to Non-Shareholders. Any other Shareholders wishing to purchase the offered shares, shall exercise their right of first refusal within thirty (30) days of receipt of a written offer to sell. Thereafter, the selling Shareholder shall be free to sell his shares to any Non-Shareholder upon the same terms and conditions as were offered to the remaining Shareholders.

I, THE UNDERSIGNED, being the only original subscriber herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 30 day of JUNE, 19 98.


MANUEL F. FENTE, ESQ.

ACKNOWLEDGMENT

Having been named to accept service of process for INTERNATIONAL PHARMA LABORATORIES CORPORATION, the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


MANUEL F. FENTE, ESQ.
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

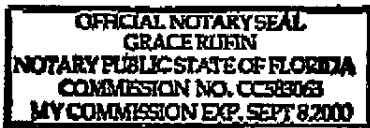
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I HEREBY CERTIFY, that on this day before me, a Notary Public, duly authorized to administer oaths and take acknowledgments, personally appear MANUEL F. FENTE, ESQ., to me known to be the person(s) described as subscriber and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/they subscribed to those Articles of Incorporation.

WITNESS, our hand and seal in the County and State named above, this 30th day of June, 1998.



Grace Ruffin
NOTARY PUBLIC, STATE OF
FLORIDA

MY COMMISSION EXPIRES

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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