

LAW OFFICE

Antonio E. Alonso

FIRST UNION BANK OF CORAL WAY
1699 CORAL WAY, SUITE 315
MIAMI, FLORIDA 33145

TELEPHONE:
(305) 858-7452

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July 7, 1998

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***122.50 ***122.50

Secretary of State
Corporate Division
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of WARD NEWMAN
PHARMACEUTICALS, INC.

Dear Gentleman or Madam:

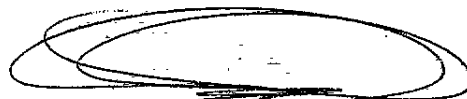
Enclosed please find our office account check in the amount of \$122.50, as per detail below, and original and two copies of the Articles of Incorporation of the above described corporation.

Please return a certified copy to the undersigned, whose address is:

1699 Coral Way, Suite 315
Miami, Florida 33145

Thank you for your kind attention and cooperation to this matter.

Sincerely yours,



ANTONIO E. ALONSO, ESQ.

\$ 35.00	- Filing Fees
52.50	- Certified Copy
35.00	- Registered Agent Designation
<u>\$122.50</u>	

50
7/15

FILED
98 JUL 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WARD NEWMAN PHARMACEUTICALS, INC.**

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ARTICLE I NAME

The name of the corporation shall be:

WARD NEWMAN PHARMACEUTICALS, INC.

ARTICLE II DURATION

This Corporation shall have perpetual existence.

ARTICLE III PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) shares of common stock without par value.

ARTICLE V INITIAL REGISTERED AGENT OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2355 Salzedo Street, Suite 300
Coral Gables, Florida 33134

The name of the initial registered agent of this corporation at that address is:

NICOLAS D. IZQUIERDO

ARTICLE VI MAILING ADDRESS

The mailing address of the corporation is:

2355 Salzedo Street, Suite 300
Coral Gables, Florida 33134

ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of director may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

The names and post office address of the members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
JUAN IZQUIERDO	2355 Salzedo Street Suite 300 Coral Gables, Florida 33134
NICOLAS D. IZQUIERDO	2355 Salzedo Street Suite 300 Coral Gables, Florida 33134
NICOLAS F. IZQUIERDO	2355 Salzedo Street Suite 300 Coral Gables, Florida 33134

ARTICLE VIII INCORPORATORS


The name and post office address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
JUAN IZQUIERDO	2355 Salzedo Street Suite 300 Coral Gables, Florida 33134

ARTICLE IX AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7th day of July, 1998.

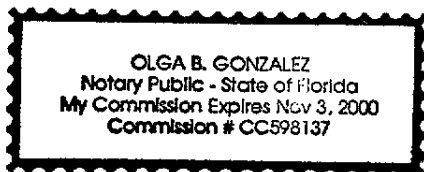


INCORPORATOR: JUAN IZQUIERDO

STATE OF FLORIDA)
 (SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public, authorized to take acknowledgment in the State and County, set forth above, personally appeared JUAN IZQUIERDO, known to me and known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, he has hereunto set his hands and affixed his official seal, in the State and County aforesaid, that I relied upon the following form(s) of identification of the above-named person(s): Valid I.D. Card & Passport and that an oath (was) (was not) taken, this 7th day of July, 1998.



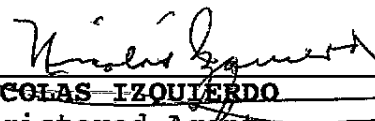
My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


NICOLAS IZQUIERDO
Registered Agent

Dated: July 7, 1998

FILED
98 JUL 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA