

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000062900

Colorama Pharmaceutical
USA Ltd.

300002589693--4
-07/15/98--01056--017
****122.50 ****122.50

Signature _____

Requested by: Cher

7.15

1039

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
☒ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
98 JUL 16 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JUL 15 AM 11:29
DEPT. OF CORP. REGISTRATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: COLORAMA PHARMACEUTICAL U.S.A. LTD.
Ref. Number: W98000016120

FILED
98 JUL 16 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for COLORAMA PHARMACEUTICAL U.S.A. LTD. 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 suffix "Ltd." is reserved for limited partnerships.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 898A00037724

98 JUL 16 PM 11:31
DIVISION OF CORPORATIONS
CORRECTED

**ARTICLES OF INCORPORATION
OF
COLORAMA PHARMACEUTICAL U.S.A., INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FILED
98 JUL 16 PM 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND DURATION

The name of the Corporation is **COLORAMA PHARMACEUTICAL U.S.A., INC.** The principal place of business of the Corporation is **1209 SAXON BLVD SUITE #6 ORANGE CITY, FL.32763**. The duration of the Corporation is perpetual.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office in the state of Florida is **1209 SAXON BLVD SUITE #6** in the city of **ORANGE CITY** in the County of **VOLUSIA**. The name of the registered agent at such address is **MUKESH AMIN**.

ARTICLE III

CORPORATE PURPOSE, POWERS AND RIGHTS

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which Corporation may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purpose, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE IV

CAPITAL STOCK

1. The total number of shares of capital stock which the Corporation has the authority to issue is **1000** shares of Common Stock ("Common Stock"), \$ 1.00 par value per share.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of voluntary or involuntary liquidation, dissolution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell transfer or otherwise dispose of all or any part of such remaining assets to any other Corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other Corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other Corporation, or the merger of any other Corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purpose of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of common stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of Corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholders"), does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended restricted, enlarged, or of United States herein after adopted which have reference to or affect corporation, such securities, or such person if any; and that the Corporation, reserves the rights to transact any business of the Corporation, to alter, amend or repeal these articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is **MUKESH AMIN** residing at **1209 SAXON BLVD SUITE #6 ORANGE CITY, FL 32763**. The power of the incorporator shall terminate upon the filling of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

The name and mailing address of the person who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MUKESH AMIN PRESIDENT/SECRETARY	1209 SAXON BLVD SUITE #6 ORANGE CITY, FL 32763.
ARUN PATEL VICE PRESIDENT	5 LITTLETON RD SUDBURY, HARROW MIDDLESEX HA 13SX
HANSRAJ PATEL TREASURER	C/O ALFREZ PVT LTD. 2573 SUVENPURI SOCIETY CHIKOOWADI VADODARA 390007 INDIA

ARTICLE VII

AMENDMENTS

This corporation reserves the rights to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: 7/14, 1998.

Mukesh Amin (SEAL)

MUKESH AMIN
INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA)
COUNTY OF Seminole) SS.

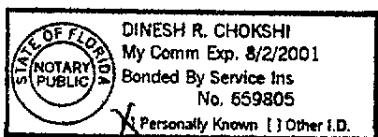
Be it remembered, that on this 14th day of July, 1998 personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments **MUKESH AMIN**, a party to the foregoing Articles of Incorporation, personally known ✓ or produced identification, type of identification produced ✓ and I having first made known to him the contents of said Articles, he did acknowledge that he signed, Sealed and delivered the same as his voluntary act and deed.

Given under my hand seal of office the day and year aforesaid.

Dinesh R. Chokshi
NOTARY PUBLIC

DINESH CHOKSHI

NAME OF NOTARY



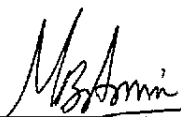
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That **COLORAMA PHARMACEUTICAL U.S.A., INC.** desiring to organize under the laws of the State of Florida, with its principal office at **1209 SAXON BLVD SUITE #6 ORANGE CITY, FL. 32763** has named **MUKESH AMIN** located at **1209 SAXON BLVD SUITE #6 ORANGE CITY, FL. 32763** as its registered agent to accept service of process in the state of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



(MUKESH AMIN)
INCORPORATER/REGISTERED AGENT

FILED
98 JUL 16 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA