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HAZARUS CORPORATE FILING SERVICE, INC.  
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LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. DERMA LABS, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time 2:00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

RECEIVED  
 98 AUG -6 AM 11:30  
 DIVISION OF CORPORATION

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

98 AUG -6 PM 12:40  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

FILED

*[Handwritten signature]*

Examiner's Initials

ARTICLES OF INCORPORATION

OF

DERMA LABS, INC.

98 AUG -6 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

ARTICLE 1-NAME

The name of this corporation is **DERMA LABS, INC.**, and the address of the corporation is 2232 N. Cypress Bend Drive, Ste. # 702, Pompano Beach, Florida 33069

ARTICLE II-DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND FIVE HUNDRED SHARES (1,500) OF COMMON STOCK OF NO PAR VALUE.

ARTICLE V-RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares of stock will receive a ratable distribution of the assets of the corporation.

ARTICLE VI- PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII-INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2232 North Cypress Bend Drive, Ste. # 702, Pompano Beach, Florida 33069

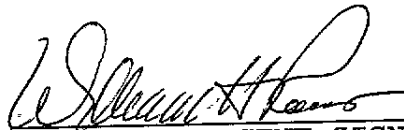
The name of the initial registered agent of the corporation at that address is:

**WILLIAM H. REEVES**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Date:

*July 9, 1998*



REGISTERED AGENT-SIGNATURE  
WILLIAM H. REEVES

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or decreased from time to time as provided by the bylaws, but shall never be less than one. The name of the initial directors of this corporation are as follow:

**JUAN A. BRIGNARDELLI**  
**WILLIAM H. REEVES**

ARTICLE IX-INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

William H. Reeves 2232 N. Cypress Bend Dr. Ste. # 702 Pompano Beach, Florida 33069

ARTICLE X-OFFICERS

The initial officers of the corporation are:

William H. Reeves

President & Secretary

ARTICLE XI-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares held by the initial shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV-CALLING OF SPECIAL MEETINGS

Special meeting of the shareholders may be called by the Board of Directors.

ARTICLE XV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI-AMENDMENT

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

ARTICLE XVII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

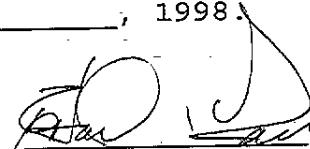
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31<sup>st</sup> day of July, 1998.

  
\_\_\_\_\_  
WILLIAM H. REEVES

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )


BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared WILLIAM H. REEVES, to me known to be the person described in and who executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 31 day of July, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC,  
State of Florida,  
at large.

98 AUG -6 PM 12:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MY COMMISSION EXPIRES:

  
RAFAEL F. RAMIREZ  
Comm Exp. 11/04/2001  
Bonded By Service Ins  
No. 00676777  
( ) Personally Known ( ) Other I.D.