

Curtis J Neal, P.A.
ATTORNEY AT LAW
213 NORTH APOPKA AVENUE
INVERNESS, FL 34450-4296

GENERAL PRACTICE
CERTIFIED FAMILY LAW MEDIATOR

(352) 726-1821
FAX (352) 726-4246

P98000081176

September 14, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ALGOS PHARMA, INC.

300002641043--8
-09/16/98-01058--008
****122.50 ****122.50

Dear Sirs:

I enclose herewith Articles of Incorporation and Certificate Designating Registered Agent for the above profit corporation. My check in the amount of \$122.50 is enclosed covering the following costs:

Filing Fee	35.00
Certified Copy of Charter	52.50
Certificate Designating Registered Agent	35.00

Yours very truly,

Curtis J. Neal

Curtis J. Neal

(JN)

CJN/jrh
Enclosures

FILED
98 SEP 16 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 18 1998

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98 SEP 16 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

ALGOS PHARMA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth his intention to form a corporation under laws of the State of Florida.

Article 1. Name.

The name of the corporation is Algos Pharma, Inc., doing business at 1100 W. Main Street, Inverness, Florida 34450.

Article 2. General Purpose.

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

Article 3. Capital Stock.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Article 4. Registered Office and Agent.

The street address of the initial registered office of this corporation is 1100 W. Main Street, Inverness, Florida 34450, and the name of the initial registered agent of this corporation is Ervin E. Davis at that address.

Article 5. Initial Board of Directors.

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the bylaws but shall never be less than one. The name of the initial director is:

Ervin E. Davis
1100 W. Main Street
Inverness, Florida 34450

Article 6. Incorporator.

The name and address of the person signing these articles is:

Ervin E. Davis
1100 W. Main Street
Inverness, Florida 34450

Article 7. Bylaws.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders of this corporation.

Article 8. Indemnification.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Article 9. Amendments.

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 or Directors is subject to this reservation.

Article 10. Pre-emptive Rights.

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase at pro-rata share thereof at the price of which it is offered to others.

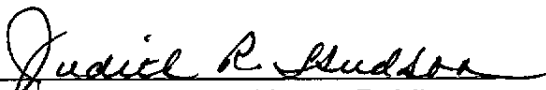
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of September 1998.

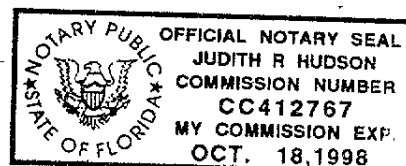

ERVIN E. DAVIS

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, the undersigned authority, personally appeared ERVIN E. DAVIS, to me well known and known to me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14 day of September 1998.


Judith R. Hudson, Notary Public
My Commission Expires: 10/18/98



**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**ALGOS PHARMA, INC.
1100 W. MAIN STREET
INVERNESS, FLORIDA 34450**

2. The name and address of the registered agent and office is:

**ERVIN E. DAVIS
1100 W. MAIN STREET
INVERNESS, FLORIDA 34450**

**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 ACCEPT THE APPOINTMENT
AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS
REGISTERED AGENT.**

By: 

ERVIN E. DAVIS
Registered Agent

FILED
98 SEP 16 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: September 14, 1998