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FILED  
99 MAR 22 AM 11:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

200002814382--2

-03/22/99--01150--011

\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** Proposed Corporation Name

**MEDALLIANCE SUNSHINE PRODUCTS, INC.**

Enclosed is an original and one copies of the **Articles of Incorporation** including a check for

**\$87.50** (Includes filing and copy of Certification)

**FROM:** Emanuela Dobrin-Charlton, Ph.D.  
7423 Westmoreland Drive  
Sarasota, FLORIDA 34243  
TEL: (941) 358-7420

Emanuela Dobrin-Charlton GAVE

AUTHORIZATION BY PHONE TO

CORRECT WAS submitted & kept  
sets of papers required  
DATE this city, the one to be filed  
2-8-99  
DGC. EXAM. PH

PH  
3/26/99 ✓

Articles of Incorporation  
of  
MedAlliance Sunshine Products, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

**Article I : NAME**

The name of the corporation shall be:

MEDALLIANCE SUNSHINE PRODUCTS, INC.

**Article II : NATURE OF BUSINESS**

This corporation may engage or transact in any or all legal activities or business permitted under the laws of the United States, the State of Florida or any state, country, territory or nation.

**Article III : CAPITAL STOCK**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock, having a one and 00/100 (\$1.00) par value.

**Article IV : ADDRESS**

The street address of the corporation is: 7423 Westmoreland Drive, Sarasota, Florida 34243. The street address of the initial registered office of the corporation shall be: 7423 Westmoreland Drive, Sarasota, Florida 34243 and the name of the initial registered agent of the corporation at that address is: Emanuela Dobrin-Charlton, Ph.D.

**Article V: TERM OF EXISTENCE**

This corporation is to exist perpetually.

**Article VI: SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**Article VII : DIRECTORS AND OFFICERS**

This corporation shall have no Directors and Officers, initially: The affairs of the corporation shall be managed by the shareholders until such time as as Directors are designated as provided by the By-Laws.

**Article VIII : SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Emanuela Dobrin-Charlton, Ph.D.

7423 Westmoreland Drive

Sarasota, Florida 34243

In Witness Whereof, the undersigned has hereunto set his hand and seal on the

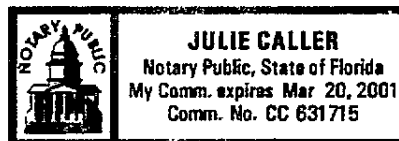
18<sup>th</sup> day of March, 1999, by Emanuela Dobrin-Charlton, Ph.D.  
who is personally known to me or has produced FL D.License C643-209-33-915-0  
as identification.

Emanuela Dobrin-Charlton  
Signature/Incorporator

March 18, 1999  
Date

Julie Caller  
(Print, Type of Stamp Name)

I am a Notary Public in and for the State of  
Florida and my commission expires on \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

The following is submitted in compliance with Chapter 48.091, Florida Statutes

MedAlliance Sunshine Products, Inc., a corporation organized under the laws of the State of Florida, with it's principal office at 7423 Westmoreland Drive, Sarasota, Florida 34243 has named Emanuela Dobrin-Charlton, Ph.D. located at 7423 Westmoreland Drive, Sarasota, Florida 34243, as its registered agent at said initial registered office, to accept service of process within this State.

Emanuela Dobrin-Charlton

Subscriber

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, 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

Emanuela Dobrin-Charlton  
Registered Agent

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