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October 18, 1999
Via Federal Express

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-10/19/99-01038--016
*****70.00 *****70.00

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation of Prime Pharmaceuticals, Inc.

Dear Madam or Sir:

Enclosed please find original and one copy of Articles of Incorporation of Prime Pharmaceutical Inc. and original Certificate of Designation of Registered Agent/Registered Office together with my check in the amount of \$70.00 for filing fee. Please file the Articles of Incorporation and return a receipted copy to me in the enclosed prepared Federal Express mailer.

Thank you for your assistance.

Very truly yours,

Jeffrey H. Rosenthal

JHR:rg
Enclosures

FILED
99 OCT 19 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 21 1999

**ARTICLES OF INCORPORATION
OF**

PRIME PHARMACEUTICALS, INC.

FILED
99 OCT 19 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be: **PRIME PHARMACEUTICALS, INC.**. The address of the principal office of this corporation shall be 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV - REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Jeffrey H. Rosenthal.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS

The number of directors constituting the initial Board of Directors of the corporation is not less than one (1). The name and address of the person who is to serve as a member of the initial Board of Directors is: Jeffrey H. Rosenthal, 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431.

ARTICLE VII - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 *et. seq.*, and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII - INCORPORATOR

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

Jeffrey H. Rosenthal
2424 North Federal Highway, Suite 460
Boca Raton, Florida 33431

IN WITNESS WHEREOF, these Articles of Incorporation have been executed on behalf of the Corporation by its duly authorized agent Jeffrey H. Rosenthal on October 18, 1999.



JEFFREY H. ROSENTHAL.

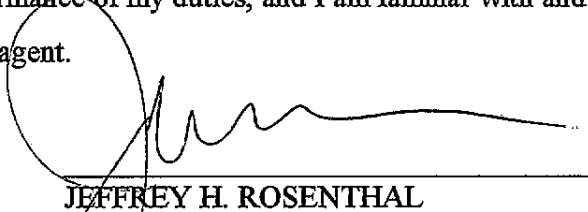
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF §607.0501, 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 PRIME PHARMACEUTICALS, INC.
2. The name and address of the registered agent and office is: JEFFREY H. ROSENTHAL, 2424 North Federal Highway, Suite 460, Boca Raton, Florida 33431.

ACKNOWLEDGEMENT

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.



JEFFREY H. ROSENTHAL
Registered Agent
2424 North Federal Highway, Suite 460
Boca Raton, Florida 33431
(561) 391-1304

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99 OCT 11 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA