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(MEMBER: FLORIDA & VIRGINIA BARS)

WILLIAM L. ROGERS, J.D.
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November 5, 1999

State Capitol
Secretary Of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32304

RE: Certificate of Incorporation of ALLIED PHARMACEUTICAL PLACEMENTS,
corporation for profit.

Dear Sir/Madam:

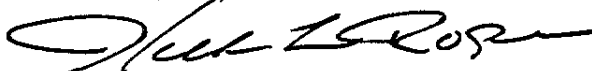
Enclosed please find an original and one (1) copy of Certificate of Incorporation for Allied Pharmaceutical Placements, Inc. Also enclosed find our check payable to your order in the amount of \$70.75 for the filing of the enclosed Certificate of Incorporation with the Secretary of State.

Upon filing of the enclosed, please return the copy to the undersigned in the envelope provided at your earliest convenience.

Thank you for your attention to this matter.

Very truly yours,

BARRETT, ROGERS & ASSOCIATES



William L. Rogers, Esquire
For the Firm

WLR/j
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 15 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ALLIED PHARMACEUTICAL PLACEMENTS, INC.**

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: **ALLIED PHARMACEUTICAL PLACEMENTS, INC.**

ARTICLE II

Nature of Business

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

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold the investment or otherwise, use and operate, real estate of all kinds improved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful, in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

(c) To carry on in any capacity any business or trade deemed legal in the State of Florida or throughout the world.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owners of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida, elsewhere or throughout the world, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporation.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do; and in any part of the world as principals, agents, contractors or otherwise, alone or in the company with others and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses and in this Article shall be regarded as independent objects and powers.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at anyone time is one hundred (100) shares of common stock having (\$.01) par value. The corporation will begin business with five hundred dollars (\$500.00) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV

Principal Place of Business

The street address of the initial principal place of business of the corporation shall be 9715 West Broward Boulevard, Unit # 154, Plantation, Florida 33324 or such other location as the Board of Directors may designate.

ARTICLE V

Term of Existence

This corporation shall exist perpetually.

ARTICLE VI

Preemptive 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 his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII

Initial Board of Directors

This corporation shall have no less than one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one (1).

ARTICLE IX

Subscriber

The name and street address of the subscriber of this corporation is:

**Laurel Codella
9715 West Broward Boulevard, Unit #154
Plantation, Florida 33324**

ARTICLE X

Officers

The name and street address of the officer(s) of this corporation is:

<i>NAME/ADDRESS</i>	<i>POSITION</i>
Laurel Codella 9715 West Broward Boulevard, Unit #154 Plantation, Florida 33324	President

Directors

The name and street address of the director(s) of this corporation is:

<i>NAME/ADDRESS</i>	<i>POSITION</i>
Laurel Codella 9715 West Broward Boulevard, Unit #154 Plantation, Florida 33324	Director

ARTICLE XI

Registered Office & Registered Agent

The street address of the initial registered office of this corporation is 17071 West Dixie Highway, North Miami Beach, Miami-Dade County, Florida 33160, and the name of the initial registered agent of this corporation at that address is **WILLIAM L. ROGERS, Esquire**, 17071 West Dixie Highway, North Miami Beach, Miami-Dade County, Florida 33160.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida, for the uses and purposes

aforesaid, this 25 day of October, 1999.


Laurel Codella, Subscriber

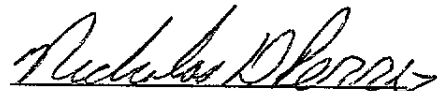
STATE OF FLORIDA)

) ss

COUNTY OF MIAMI-DADE)

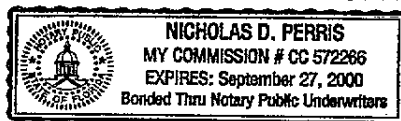
BEFORE ME, the undersigned authority, personally appeared **Laurel Codella** known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 25 day of October, 1999.



NOTARY PUBLIC

State of Florida



My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **WILLIAM L. ROGERS, Esquire**, does hereby accept the foregoing appointment as registered agent for **ALLIED PHARMACEUTICAL PLACEMENTS, INC.**, located at 9715 West Broward Boulevard, Plantation, Florida 33324 and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.

Dated this 28 day of October, 1999.



WILLIAM L. ROGERS, Esquire
Registered Agent

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FILED
STATE OF FLORIDA
TALLAHASSEE, FLORIDA