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MEMORANDUM

DATE: December 8, 1999

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-12/13/99-01130-016

****122.50 *****78.75

TO: Corporate Records Bureau
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FROM: Robert W. McClure, Esq.

MATTER: Incorporation of M.B.A. Pharmaceuticals, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-captioned corporation, together with our check in the amount of \$122.50 for the filing and certification fee. Please file the original Articles of Incorporation and return a certified copy to this office in the enclosed self-addressed, stamped envelope.

Thank you.

Enclosures

RWM/bh

D. BROWN DEC 16 1999

M.B.A. PHARMACEUTICALS, INC.

**ARTICLES OF INCORPORATION
OF
CORPORATION**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is M.B.A. PHARMACEUTICALS, INC..

ARTICLE II

The existence of the corporation shall begin on the filing of these Articles.

ARTICLE III

The street address of the principal office of the Corporation is 4406 Exchange Avenue, Suite 119, Naples, Florida 34104.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10 million, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 4406 Exchange Avenue, Suite 119, Naples, Florida 34104. The initial registered agent for the Corporation at that address is John C. DelleCave.

ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

John C. DelleCave
4406 Exchange Avenue, Suite 119
Naples, Florida 34104

Thomas J. Conwell
3050 N. Horseshoe Drive, Suite 100
Naples, Florida 34104-7908

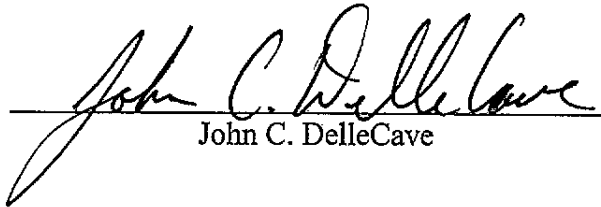
ARTICLE VII

The name and street address of the person signing these articles of incorporation is John C. DelleCave, 4406 Exchange Avenue, Suite 119, Naples, Florida 34104.

ARTICLE VIII

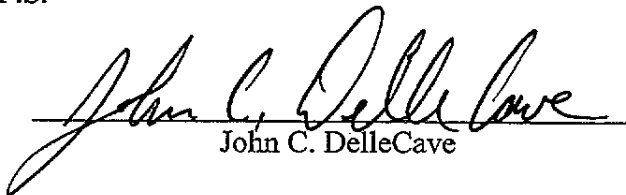
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of November, 1999.


John C. DelleCave

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for John C. DelleCave at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), F.S.


John C. DelleCave

Date: November 29th, 1999