

1410
ARTICLES OF INCORPORATION

The undersigned, being over 21 years of age, and acting as incorporators of the Corporation under the Alabama Business Corporation Act adopt the following Articles of Incorporation:

Article I

NAME

The name of the corporation is Pharmaceutical Enterprises, Inc.

Article II

DURATION

The duration of this Corporation is perpetual.

Article III

PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which authorized corporations may be organized under the laws of the State of Alabama. The Corporation may engage in a mercantile business; buy, sell, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as special or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof. The enumeration of specific purposes and powers will not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers specified, except when otherwise provided in this Article, will not be limited or restricted by reference to, or interference from, the terms of this or any other Article of this Certificate of Incorporation; provided that the Corporation will not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Alabama which, under its laws, the Corporation may not lawfully conduct, promote, or exercise.

ROBERT M. KENNEDY
5022 MARK TROTT
BIRMINGHAM, AL 35242

Article IV

POWERS OF THE CORPORATION

This corporation will have all of the powers specified in the Alabama Business Corporation Act.

Article V

STOCK

This Corporation will have the authority to issue the following shares: 50000 common shares with a par value of \$1.00 per share.

Article VI

MINIMUM CAPITAL

This Corporation will not commence business until at least \$50.00 is received in consideration for issuing shares in this Corporation.

Article VII

PREEMPTIVE RIGHTS

After the first 1000 shares of this Corporation are issued, each holder of the shares will have the first right to purchase additional shares of this Corporation that may be issued from time to time (including treasury shares). Each such holder of shares may purchase an amount equal to (1) the total additional shares times (2) the ratio existing between the number of shares he holds at the time of the new issue and the number of shares outstanding (exclusive of treasury shares). This first right to purchase will be deemed waived by any shareholder who does not exercise it, or who does not pay for the shares preempted, within 30 days of receiving written notice from the Corporation stating the prices and terms of the issue of shares and inviting him to exercise his preemptive rights.

Article VIII

CONSIDERATION FOR SHARES

The shares in this Corporation will not be issued for consideration other than money or payment of a debt of the Corporation without the unanimous consent of all of the shareholders of this Corporation.

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Article IX

REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

1. Meetings. Meetings of the shareholders and directors of this Corporation will be held either in or out of the State of Alabama, at such place or places as may be designated in the Bylaws or by the board of directors.

2. Bylaws. The initial Bylaws of this Corporation will be adopted by its board of directors. The affirmative vote of two-thirds of the shareholders will be necessary to amend or repeal the Bylaws. The Bylaws may contain any provisions for the management of this Corporation which are consistent with the Alabama Business Corporation Act and with these articles.

3. Contracts Involving Directors. No contract or other transaction of this Corporation with any person or corporation will be invalidated or affected by (1) the fact that a director of this Corporation has an interest in or is an officer of such other corporation, or (2) the fact that any director may be involved or has an interest in the contract or transaction. A person who may become a director of this Corporation is relieved of any liability arising by reason of his contracting with this Corporation for his own benefit or for the benefit of any corporation in which he may have an interest.

Article X

OFFERING OF STOCK

1. Number of Stockholders. All of the Corporation's issued shares, exclusive of treasury shares, will be held by not more than 35 persons.

2. Offering of Stocks. The Corporation will not make any offering of any of its shares which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

Article XI

CORPORATE OFFICE AND REGISTERED AGENT

The office of this Corporation is 5002 Mark Trail; Birmingham, Alabama 35242.

The Registered Agent of this Corporation is Robert M. Ketchum.

Article XII

DIRECTORS

The initial board of directors will be composed of the following members:

1. Robert M. Ketchum; 5002 Mark Trail; Birmingham, AL 35242
2. Karen L. Ketchum; 5002 Mark Trail; Birmingham, AL 35242
3. Richard Simon; 2687 Dolly Ridge Road; Birmingham, AL 35243

The undersigned, being the Incorporators of this Corporation, execute these Articles of Incorporation, this 2ND day of AUGUST, 1989.

Robert M. Ketchum
Karen L. Ketchum
Richard Simon

Incorporators



STATE OF ALABAMA

I, Perry A. Hand, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name _____
Pharmaceutical Enterprises, Inc. _____ is reserved as available based

only upon an examination of the corporation records on file in this office for the exclusive use of
Pharmaceutical Enterprises, Inc. _____

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby.

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

June 9, 1989 - expires - 10-8-89

Date

Perry A. Hand

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

PHARMACEUTICAL ENTERPRISES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of PHARMACEUTICAL ENTERPRISES, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of PHARMACEUTICAL ENTERPRISES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 4th day of AUGUST, 19 89.


Judge of Probate

89 AUG -4 AM 9:30

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