

ARTICLES OF INCORPORATION

OF

PNEUMERX PHARMACEUTICALS, INC.

STATE OF ALABAMA)

SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE:

To the undersigned, **SHAWN E. CALLAHAN and SUSAN S. CALLAHAN**, acting as incorporators of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name and style of the proposed corporation is **PNEUMERX PHARMACEUTICALS, INC.**

ARTICLE TWO

The period of existence of this corporation shall be perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are:

(a) Wholesaling pharmaceutical supplies.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage conduct, perform, make borrow, guarantee, contract in respect of, trade and deal in, sell,

exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways, (whether like or unlike any of the foregoing), deal in and with property of every kind and character real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidence of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To promote or aid in any manner financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(d) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or other authority or subdivision or agency thereof.

(e) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to all things specified in Title 10, Section 10-2-160, of the Code of Alabama, 1975, as amended, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(f) This Corporation shall be treated as a Sub-Chapter S

Corporation pursuant to Section 1362 of the Internal Revenue Code provisions.

ARTICLE FOUR

The aggregate number of shares, all of which shall be common stock, which the corporation shall have the authority to issue is One Thousand shares with a par value of One Dollar & No/100 (\$1.00) each, and the corporation shall begin business with One Hundred (100) shares. And, in accordance with Section 1244(c)(3)(A), contribution for capital stock shall not exceed ONE MILLION DOLLARS.

ARTICLE FIVE

The dates on which the stockholders annual meeting shall be held, the number of directors and their terms of office of the officers and their duties and powers shall be fixed by the By-Laws of the corporation. Officers may be created by the By-Laws and filled by the Board of Directors. The Corporation shall have the power to make By-Laws for the government and regulations of the corporation, its agents, servants, officers and employees.

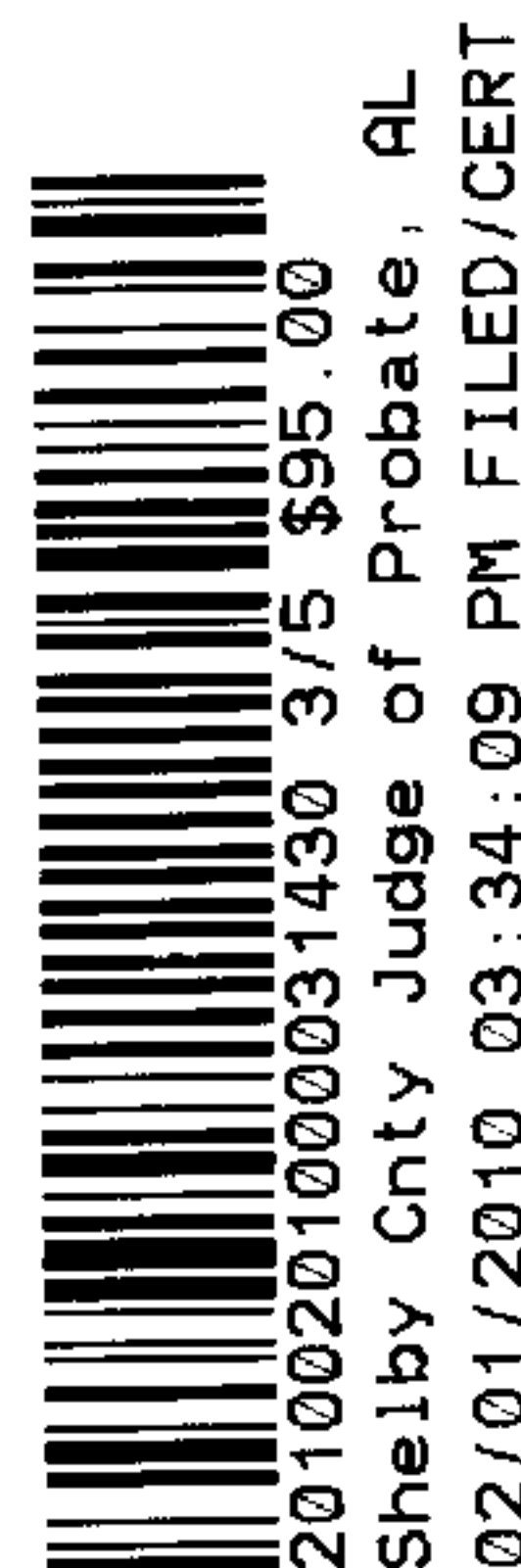
ARTICLE SIX

The address of the initial registered office of the corporation is 105 Corporate Woods Circle Alabaster Al 35007 and the name of its initial registered agent at its address is SHAWN E. CALLAHAN.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation is **two (2)** and the name and address of the persons who are to serve as said directors until the first annual meeting of shareholders or until their successor or successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
SHAWN E. CALLAHAN	<u>2360 Timber Lane</u> <u>Alabaster Al 35007</u>
SUSAN S. CALLAHAN	<u>2360 Timber Lane</u> <u>Alabaster Al 35007</u>



ARTICLE EIGHT

The name and address of each incorporator is:

NAME

ADDRESS

SHAWN E. CALLAHAN

2360 Timber Lane
Alabaster AL 35007

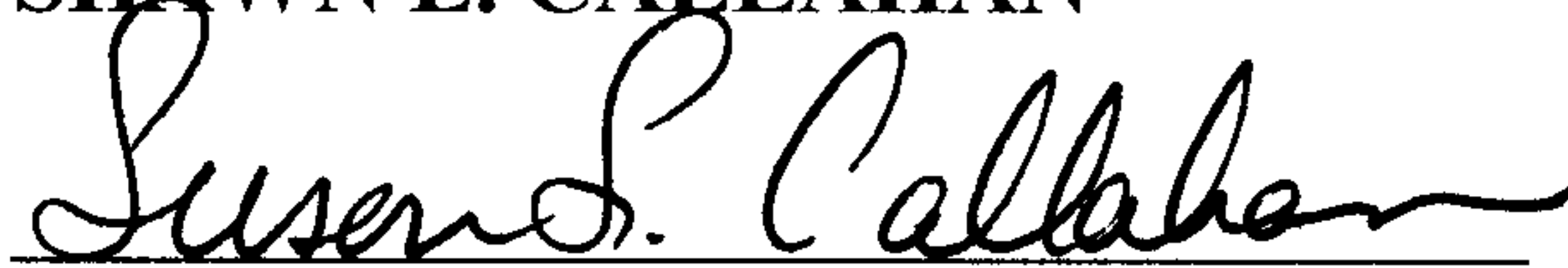
SUSAN S. CALLAHAN

2360 Timber Lane
Alabaster AL 35007

IN WITNESS WHEREOF, the undersigned incorporators, SHAWN E. CALLAHAN and SUSAN S. CALLAHAN, have subscribed their names to these Articles Of Incorporation on this the 1 day of February, 2010.



SHAWN E. CALLAHAN



SUSAN S. CALLAHAN

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned Notary Public, in and for said County, in said State, hereby certify that Shawn E. Callahan and Susan S. Callahan, whose names are signed to the foregoing Articles of Incorporation of PNEUMERX PHARMACEUTICALS, INC., and who are known to me to be the parties to same, acknowledged before me on this date that, being informed of the contents of said Articles of Incorporation, they executed the same voluntarily on the day the same bears date. Said certificate is the act and deed of the signers respectively and the facts stated herein are true.

GIVEN under my hand and seal, this the 1 day of February, 2010.



NOTARY PUBLIC

My Commission Expires: 3-19-10



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Shelby Cnty Judge of Probate, AL
02/01/2010 03:34:09 PM FILED/CERT

Beth Chapman
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, 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 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Pneumerx Pharmaceutical Incorporated

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Shawn Callahan, PO Box 1330, Calera, AL 35040 for a period of one hundred twenty days beginning January 20, 2010 and expiring May 21, 2010.

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.

January 20, 2010

Date

Beth Chapman TM

Beth Chapman

Secretary of State

