

2-19-03 TR



102369156

Tab settings

To the Honorable Commissioner of Patents and Trademarks, 102369156 and original documents or copy thereof.

1. Name of conveying party(ies):
MCR Pharmaceuticals, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Alabama**
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **MCR American Pharmaceuticals, Inc.**

Internal Address: _____

Street Address: **16206 Flight Path Drive**

City: **Brooksville** State: **FL** ZIP: **34604**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Florida**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **Domestication of Conveying Party from Alabama corporation into Florida corporation**

Execution Date: **November 10, 2000**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	2057515 2057516 2294853
	2059437 2097170 2239639
	2242345

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Timothy A. Bush, Esq.**

Internal Address: **c/o Sirote & Permutt, P.C.**

Street Address: **P.O. Box 55727**

City: **Birmingham** State: **AL** ZIP: **35255**

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41):.....\$ **\$190.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

02/20/2003 EDCOOPER 00000117 2057515

01 FC:0521 40.00 OP
02 FC:0522 150.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Timothy A. Bush, Esq. *TAB* **2/10/03**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 10

ARTICLES OF INCORPORATION
OF
MCR AMERICAN PHARMACEUTICALS, INC.

FILED
00 NOV 13 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **MCR AMERICAN PHARMACEUTICALS, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 15355 Flight Path Drive, Brooksville, Florida 33604 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is David D. Ambrose whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: David D. Ambrose

whose addresses shall be the same as the principal office of the Corporation.



SPIEGEL & UTRERA, P.A.

LAWYERS
www.amerilawyer.com

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MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

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REEL: 002675 FRAME: 0039

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

David D. Ambrose

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE TENTH OF ONE CENT (\$0.001)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



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ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.



SPIEGEL & UTRERA, P.A.

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www.amerilawyer.com

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ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



SPIEGEL & UTRERA, P.A.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10 November 2000.

David D. Ambrose

David D. Ambrose, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

[Handwritten Signature]

By:

Natalia Utrera, Vice President

ARMING

00 NOV 13 AM 10:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED



SPIEGEL & UTRERA, P.A.

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REEL: 002675 FRAME: 0043

**FLORIDA DEPARTMENT OF STATE****Katherine Harris
Secretary of State**

November 13, 2000

**SPIEGEL & UTRERA, P.A.
343 ALMERIA AVENUE
CORAL GABLES, FL 33134**

The Certificate of Domestication and Articles of Incorporation for MCR AMERICAN PHARMACEUTICALS, INC. were filed on November 13, 2000 effective January 21, 1992, and assigned document number P00000105502. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any further questions regarding this matter, please feel free to telephone (850) 487-6052, the New Filings Section.

Loria Poole
Corporate Specialist
Division of Corporations

Letter Number: 400A00058277

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**TRADEMARK
REEL: 002675 FRAME: 0044**

State of Florida



Department of State

I certify the attached is a true and correct copy of the Certificate of Domestication and Articles of Incorporation for MCR AMERICAN PHARMACEUTICALS, INC., filed on November 13, 2000 effective January 21, 1992, as shown by the records of this office.

The document number of this corporation is P00000105502.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirteenth day of November, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

State of Florida



Department of State

I certify from the records of this office that MCR AMERICAN PHARMACEUTICALS, INC. is a corporation organized under the laws of the State of Florida, filed on November 13, 2000, effective January 21, 1992.

The document number of this corporation is P00000105502.

I further certify that said corporation has paid all fees due this office through December 31, 2000, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirteenth day of November, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

Florida Department of State, Katherine Harris, Secretary of State

CERTIFICATE OF DOMESTICATION

FILED
00 NOV 13 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, David D. Ambrose, President
(Name) (Title)
of MCR AMERICAN PHARMACEUTICALS, INC. a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was January, 21, 19 92.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of Alabama.
3. The name of the corporation immediately prior to the filing of this certificate of Domestication was MCR PHARMACEUTICALS, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is MCR AMERICAN PHARMACEUTICALS, INC.
5. The jurisdiction that constituted the seat, seige, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
State of Alabama

I am President, of MCR PHARMACEUTICALS, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 10th day of November 2000

David D. Ambrose
(Authorized Signature)