

EFFCON LABORATORIES, INC. 87-18810

JULY 23, 1987 COBB

DP

DAVID R. TRIPPLE, ATTY.

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 715810-01
DATE INCORPORATED: JULY 25, 1987 14
CITY : UGA
COUNTY : MARSH COUNTY
TELEPHONE : 404-656-2211

CERTIFICATE OF INCORPORATION

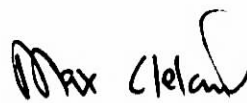
I, **MAX CLELAND**, SECRETARY OF STATE AND THE CORPORATIONS
DIVISION OF THE STATE OF GEORGIA, DO HEREBY CERTIFY, UNDER THE
PROVISIONS OF CHAPTER 13, ARTICLE 1, OF THE CONSTITUTION OF THE STATE OF GEORGIA,

"BEEHIVE CORPORATION, INC."

THAT THE SAID CORPORATION WAS THE FIRST OF THE STATE OF GEORGIA
TO BE INCORPORATED, BY THE FILING OF ARTICLES OF INCORPORATION
WITH THE OFFICE OF THE SECRETARY OF STATE AND THE DEPARTMENT OF
REVENUE, AND THAT SAID ARTICLES OF INCORPORATION IS A
TRUE AND CORRECT COPY OF THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I, THE OFFICIAL STATE, IN THE CITY OF ATLANTA,
GEORGIA, HAVE HEREIN SET MY HAND AND SEAL THIS 11TH DAY OF JULY, 1987.

11 JUL 1987



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

87216185
410

ARTICLES OF INCORPORATION

We, the undersigned, being persons legally competent to enter into contracts, do hereby form this corporation under the Georgia Business Corporation Code, and do hereby make, subscribe and acknowledge these Articles for that purpose, as follows:

1. NAME: The name of the Corporation is "EFFCUN Laboratories, Inc."
2. GOVERNING LAW: This Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.
3. NATURE OF BUSINESS, PURPOSES AND OBJECTS: The purposes for which the Corporation is organized is pecuniary gain to its stockholders, and for the following purposes on its own account and for others:
 - (a) To engage in every phase and aspect of the business of marketing, distributing and selling pharmaceutical and medical products at wholesale and retail.
 - (b) To own stock of related companies which are subsidiaries or otherwise; to own real and personal property necessary or appropriate for the rendering of the stated purposes and services; and to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment whatsoever.
 - (c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of the purposes and objects enumerated in these Articles of Incorporation or any amendment

thereof, necessary or incidental to the protection and benefit of the Corporation; and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful purpose permitted by law; and to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objects of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes or objects shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

4. CAPITAL STOCK: The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any one time shall be 1,000,000 shares of stock of the par value of \$1.00 per share, all of which shall be common stock of the same class.

The Corporation shall not begin business until it has received at least \$500.00 in payment for 500 shares of its common stock, with a par value of \$1.00, fully paid for.

All common stock issued shall be fully paid and nonassessable. Each share of such stock shall be entitled to one vote.

The shareholders shall have no preemptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell its common stock from time to time without

offering such shares to the shareholders then holding its common stock.

5. CONTINUITY: The Corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership or shares, retirement, or expulsion of any one or more of the shareholders or by a vacancy on the Board of Directors or by any changes in the staff of the Corporation or by the happening of any other event which under the laws of the State of Georgia would work a dissolution of a partnership. No shareholder shall have the power to dissolve the Corporation by his independent act of any kind.

6. DURATION: The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the then-existing shareholders of the Corporation at any regular meeting or at a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the Corporation, shall apply the Corporation's assets, first, to the payment of the debts of the Corporation, and, second, pro-rata to the shareholders of the Corporation.

7. RIGHTS RELEASED AND RETAINED: Shareholders of the Corporation may also be employees of the Corporation and subject to its management and control in the same manner as other employees, notwithstanding their ownership of a stock interest in the Corporation. All employees of the Corporation and those

persons who may hereafter become employees shall forego all claims for fees charged and collected for services rendered or to be rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of the Corporation.

8. RESTRAINTS ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP:

(a) The shareholders of the Corporation shall have the power to include in the By-Laws, adopted by a majority of the shareholders of the Corporation or by other agreement, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding stock of the Corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

(b) No shareholder may sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock in this Corporation to another individual without having first complied with the regulatory and restrictive provisions referred to in subparagraph (a) and set forth in the By-Laws of this Corporation or such other agreements.

9. ADDITIONAL POWERS: In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Georgia, and of the purposes and objects stated in

paragraph 3, the Corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

(b) To purchase and acquire any or all of its stock owned and held by any shareholder who should desire to sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock, in accordance with the By-Laws or other agreement adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.

(c) To purchase and acquire the stock owned and held by any shareholder who may die, or retire, in accordance with the provisions of Article 8, Subdivision (b) and By-Laws adopted by the shareholders of the Corporation, setting forth the terms conditions of such purchase.

(d) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan; (2) a profit sharing plan; (3) a sick-pay plan; (4) a thrift plan and savings plan; (5) a medical expense plan; or (6) other fringe benefits or incentive compensation plans.

10. BY-LAWS: The dates on which the shareholders' annual meetings shall be held, the number of members of the Board of Directors, and their terms of office, and the terms of office

and powers and duties of the officers shall be fixed by the By-Laws of the Corporation. The shareholders shall have power to make By-Laws for the regulation and government of the Corporation, its Board of Directors, officers, employees, agents, servants, and for all other purposes not in conflict with the laws of the State of Georgia and to further amend or alter such By-Laws at any time by the agreement of two-thirds of the shareholders present at any regular meeting or at a special meeting of the shareholders called for that purpose.

11. GENERAL MANAGEMENT AND CONTROL: Subject to such restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the shareholders.

12. DIVIDENDS: The Board of Directors may from time to time declare dividends upon the common stock of the Corporation from the earned surplus arising from the business of the Corporation and from the current year's earnings of the Corporation determined in accordance with generally accepted accounting principles.

13. CONTRACTS: No contract or other transaction between the Corporation and any other firm, association, or corporation, shall be affected or invalidated by the fact that any of the members of the Board of Directors of the Corporation are

interested in or are members, shareholders, governors, directors or officers of such firm, association, or corporation; and no contract, act, or transaction of the Corporation with any individual, firm, association, or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of the Corporation are parties to or interested in such contract, act, or transaction or are in any way connected with such individual, firm, association, or corporation. Each and every individual who may become a member of the Board of Directors of the Corporation is hereby relieved from any liability that might otherwise exist by reason of contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested.

14. INITIAL REGISTERED OFFICE: The initial registered office of the corporation will be 1240 Johnson Ferry Place, Suite C-20, Marietta, Georgia. ^(Cobb) The initial registered agent of the Corporation will be Robert Gibbons at this address.

15. BOARD OF DIRECTORS: The initial Board of Directors shall consist of one (1):

DAVID R. TRIPPE

Suite 620
161 Spring Street, N.W.
Atlanta, Georgia 30303

16. INCORPORATOR: The incorporator is:

DAVID R. TRIPPE

Suite 620
161 Spring Street, N.W.
Atlanta, Georgia 30303

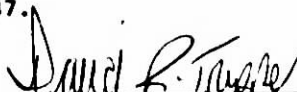
The incorporator is a natural person over 21 years of age.

17. AMENDMENTS: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of the then-existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein are granted subject to this reservation.

18. SEVERANCE: If any phrase, clause, sentence, paragraph, or provisions of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles or Incorporation and the associates do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

IN WITNESS WHEREOF, the undersigned attorney for the incorporator has executed these Articles of Incorporation this

20th day of July, 1987.



DAVID R. TRIPPE
Attorney for Incorporator

Suite 620
161 Spring Street, N.W.
Atlanta, Georgia 30303
404/577-5244

SECRETARY OF STATE

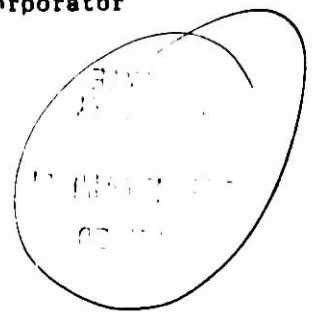
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RECEIVED

SECRETARY OF STATE

AUG 14 1 26 PM '87

RECEIVED



PETTIGREW & TRIPPE, P.C.
ATTORNEYS AT LAW

HARRY W. PETTIGREW
DAVID R. TRIPPE, LL.M.

SUITE 820
181 SPRING STREET N.W.
ATLANTA, GEORGIA 30303
(404) 577-8244


July 15, 1987

Secretary of State
Ex Officio Corporation Commissioner
State of Georgia

Re: EFFCON Laboratories, Inc.
Consent to Appointment as Registered Agent

I, Robert Gibbons, do hereby consent to serve as registered agent for the corporation, EFFCON Laboratories, Inc.

This 17th day of July, 1987.


Robert Gibbons
1240 Johnson Ferry Place
Suite C-20
Marietta, Georgia 30068

Secretary of State
Business Services and Regulation

Suite 306, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334

CERTIFICATE DATE : 07/23/87
DOCKET NUMBER : 87229426
TYPE OF CERTIFICATE: DP
EXAMINER : L.E. SULLIVAN
TELEPHONE : 404 656-1772

REQUESTED BY:

PETTIGREW & TRIPPE, P.C.
161 SPRING ST NW STE 620
ATLANTA, GA. 30303.

CORPORATE NAME CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION OR PROFESSIONAL ASSOCIATION ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF THE GEORGIA LAWS RELATING TO CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"EFFCON LABORATORIES, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA) AND SIX CALENDAR MONTHS FOR BANKS (BK) FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION.

THE SECRETARY OF STATE MAY EXTEND THE CERTIFICATE FOR ONE PERIOD IF THE APPLICANT SUBMITS A \$20.00 FEE AND A WRITTEN REQUEST EXPLAINING WHY THE EXTENSION IS REQUESTED.



MAX CLELAND
SECRETARY OF STATE



H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

87 075

127 001

PET FIGREW & TRIPPE, P.C.
ATTORNEYS AT LAW

July 15, 1987

HARRY W. PETTIGREW
DAVID R. TRIPPE LL.M.

SUITE 620
161 SPRING STREET N.W.
ATLANTA, GEORGIA 30303
(404) 577-5244

Secretary of State
Corporations Division
Suite 315 West Tower
2 M.L.K., Jr. Drive, S.E.
Atlanta, Georgia 30334

Re: EFFCON Laboratories, Inc. 87229426

Dear Deputy Secretary of State:

In accordance with O.C.G.A. §14-2-172, and BSR Form A-100, you will find enclosed the following documents:

1. Form A-100 Corporate Information Form with Secretary of State Fee (check) attached.
2. Original Articles of Incorporation.
3. Consent to service form, with two copies attached.
4. The original name certificate previously issued by your office. The fee of \$10.00 has been paid.
5. Cobb County Clerk's conformed copy of articles of incorporation with fee (check) attached.
6. Marietta Daily Journal letter with fee (check) attached.
7. Incorporators' conformed copy of articles of incorporation.

If after receipt and review of these documents, you find any omissions, please call me at 577-5244. If the documents are in order, please return the certificate and filed articles to me at the address listed on this letterhead.

Thank you for your assistance.

Sincerely,

PETTIGREW & TRIPPE, P.C.

David R. Trippe
David R. Trippe
Attorney for Incorporators

DRT/ds
Enclosures

87 075



**BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS**

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date: <u>8-19-87</u>	Code: <u>NK/DP</u>	Docket No.:
Assigned Exam: <u>76</u>	Amt.: <u>\$20.00</u>	By:
Charter Number:	Completed:	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: <u>Deffen Laboratories, Inc.</u>
Mailing Address:
City: County: State: Zip Code:

III. Fees Submitted By:
Secretary of State: \$ Check No.:
Clerk of Court: \$ Check No.: County:
Publisher: \$ Check No.: Name:

IV. Incorporator:
Address:
City: State: Zip Code:

V. Registered Agent/Office:
Address:
City: State: Zip Code:

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST	Applicant	Examiner
1. Original and two conformed copies of Articles of Incorporation		
2. Corporate name certificate enclosed and verified		
3. Publisher's and Clerk's checks enclosed and verified		
4. Consent form enclosed and verified		
5. Corporate duration and statutory authority stated		
6. Number shares, par value, minimum capital stated		
7. Number of directors and their names and addresses		

VII. Applicant/Attorney:	Telephone:
Address:	
City: State: Zip Code:	

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and Clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. I understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: _____ Date: _____



**BUSINESS SERVICES AND REGULATION
ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS**

MAX CLELAND
Secretary of State

H. WAYNE HOWELL
Deputy Secretary of State

I. Filing Date: <u>5-3-87</u>	Code: <u>EA/DP</u>	Docket No.: <u>871216185</u>
Assigned Exam: <u>(initials)</u>	Amt.: \$ <u>40.00</u>	By: <u>45</u>
Charter Number: <u>8718810</u>	Completed: <u>76</u>	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: <u>EFFCOH Laboratories, Inc.</u>			
Mailing Address: <u>1240 Johnson Ferry Place, Suite C-20</u>			
City: <u>Marietta</u>	County: <u>Cobb</u>	State: <u>Georgia</u>	Zip Code: <u>30068</u>
III. Fees Submitted By: <u>Pettigrew & Trippe, P.C.</u>			
Secretary of State: \$ <u>22.00</u>	Check No.: <u>5278</u>		
Clerk of Court: \$ <u>22.00</u>	Check No.: <u>5279</u>	County: <u>Cobb</u>	
Publisher: \$ <u>60.00</u>	Check No.: <u>5280</u>	Name: <u>Marietta Daily Journal</u>	
IV. Incorporator: <u>David R. Trippe</u>			
Address: <u>Suite 620, 161 Spring Street, N.W.</u>			
City: <u>Atlanta</u>	State: <u>Georgia</u>	Zip Code: <u>30303</u>	
V. Registered Agent/Office: <u>Robert Gibbons</u>			
Address: <u>1240 Johnson Ferry Place, Suite C-20</u>			
City: <u>Marietta</u>	State: <u>Georgia</u>	Zip Code: <u>30068</u>	
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST			
1. Original and two conformed copies of Articles of Incorporation:	Applicant	Examiner	
2. Corporate name certificate enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
3. Publisher's and Clerk's checks enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
4. Consent form enclosed and verified	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
5. Corporate duration and statutory authority stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<u>ART. 2 and ART 6</u>
6. Number shares, par value, minimum capital stated	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<u>Art. 4</u>
7. Number of directors and their names and addresses	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<u>Art. 15</u>
VII. Applicant/Attorney: <u>David K. Trippe, Esquire</u>			
Address: <u>Suite 620, 161 Spring Street, N.W.,</u>		Telephone: <u>(404) 577-5244</u>	
City: <u>Atlanta</u>	State: <u>Georgia</u>	Zip Code: <u>30303</u>	

NOTICE: Attach Articles of Incorporation, Secretary of State filing fee, name certificate, consent to serve as registered agent, publisher's letter and fee and clerk's fee and file with the Secretary of State at 2 Martin Luther King Jr. Dr., Suite 315, West Tower, Atlanta, Georgia 30334. For information call 404-656-2817. This form does not replace the Articles of Incorporation. A understand that the information on this form will be used in the Secretary of State Corporate data base.

Signed: David R. Trippe Date: July 20, 1987