

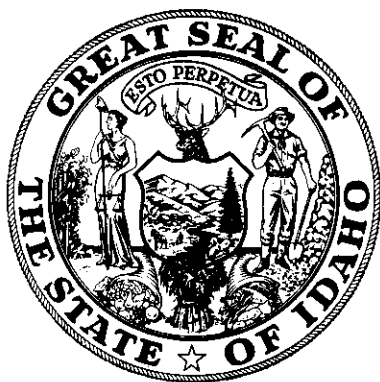
CERTIFICATE OF INCORPORATION  
OF

GEM STATE PHARMACEUTICALS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: *April 9, 1986*



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

\_\_\_\_\_  
SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
FOR  
GEM STATE PHARMACEUTICALS, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

Name

The name of the corporation is GEM STATE PHARMACEUTICALS, INC.

ARTICLE II.

Duration

The period of duration of this corporation is perpetual.

ARTICLE III.

Purposes

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under The Idaho Business Corporation Act.

ARTICLE IV.

Capital Stock

The total authorized capital stock of the corporation shall be 100,000 shares, all of which shall be common stock without nominal or par value.

ARTICLE V.

Preemptive Rights

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares in proportion to

their share ownership. This preemptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of sixty-five or more percent of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for consideration other than cash.

#### ARTICLE VI.

##### Initial Registered Office and Agent

The initial registered office of the corporation is: 485 "E" Street, Idaho Falls, Idaho 83402. The name of the initial registered agent at that office is Karl Decker.

#### ARTICLE VII.

##### Board of Directors

The following named persons shall constitute the members of the original Board of Directors of the Corporation, and shall serve as such directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify:

<u>Name</u>	<u>Address</u>
Owen H. W. Decker	2014-B So. Circle View Drive Irvine, California 92715

#### ARTICLE VIII.

##### Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Owen H. W. Decker	2014-B So. Circle View Drive Irvine, California 92715

IN WITNESS WHEREOF said incorporator has set his hand  
this 3rd day of April, 1986.

Owen H. W. Decker

Owen H. W. Decker

STATE OF CALIFORNIA )  
 ) ss.  
County of Orange )

On this 3rd day of April, 1986, before me,  
\*Patricia A. Avery\*\*\*\*\*, the undersigned, a Notary Public in  
and for the State of California, personally appeared Owen H. W.  
Decker, known to me to be the person whose name is subscribed to  
the foregoing instrument and acknowledged to me that he executed  
the same and the statements therein are true and correct.

IN WITNESS WHEREOF I have hereunto set my hand and affixed  
my official seal the day and year in this certificate first above  
written.

(SEAL)

2368c



OFFICIAL SEAL  
PATRICIA A. AVERY  
Notary Public-California  
Principal Office in  
Orange County  
My Comm. Exp. May 19, 1989

Patricia A. Avery  
Notary Public for the State of Cal.  
Residing at: Irvine, California  
My commission expires: May 19, 1989