

**Electronic Articles of Incorporation
For**

P04000037542
FILED
February 27, 2004
Sec. Of State

PHOENIX BIOPHARM, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
PHOENIX BIOPHARM, INC.

Article II

The principal place of business address:
C/O R. WOLLETT 2855 PGA BLVD
PALM BEACH GARDENS, FL. US 33410

The mailing address of the corporation is:
C/O R. WOLLETT 2855 PGA BLVD
PALM BEACH GARDENS, FL. US 33410

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
500

Article V

The name and Florida street address of the registered agent is:
RONALD L WOLLETT
2855 PGA BLVD
PALM BEACH GARDENS, FL. 33410

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RONALD L. WOLLETT

Article VI

The name and address of the incorporator is:

RONALD L. WOLLETT
2855 PGA BLVD
PALM BEACH GARDENS, FL 33410

Incorporator Signature: RONALD L. WOLLETT

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P,S
DAMIEN A JACLOWSKI
2855 PGA BLVD
PALM BEACH GARDENS, FL. 33410 US

Title: D,T
GEORGE JACKOWSKI
17725 KEELE STREET
KETTLEBY, ONTARIO, ON. LOG 1J0 CA