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Corporate Records
Florida Department of State
Box 6327
Tallahassee, Florida 32314

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09/08/95--01075-012
****122.50 ****122.50

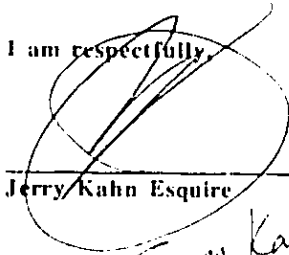
Re: Incorporation
Semax Inc.

Sir:

Enclosed you will find two executed articles of incorporation for
the above corporation and my firm check in the amount of \$122.50.

Please incorporate and return executed articles with certificate
from the Secretary of State.

I am respectfully,


Jerry Kahn Esquire

*Called
make
to change the A consent.*

TALLAHASSEE, FLORIDA

05 SEP -8 PM 1:22

FILED

CORPORATE ARTICLES
SEMAX INC

FILED

SEP 10 PM 1:21

The undersigned, subscriber to these articles of incorporation, a natural person competent to contract, hereby presents these articles for the formation of a corporation under Florida law.

ALEXANDER, FLORIDA

1. The name of the corporation shall be SEMAX INC.
2. The corporation shall be organized to have a maximum of 100 shares of stock outstanding at any one time. The shares of the outstanding stock shall have a par value of \$1.00 per share.
3. The corporation may engage in any activity or business permitted in Florida.
4. The initial address of the principal office and registered office the name of the registered agent shall be Alexander Bondarev, 17890 W. Dixie Highway, Apt 318, Miami, FL 33160. The board of directors shall from time to time move the office of the registered agent to any address in Florida.
5. Initially the corporation shall have 1 director and their number shall be increased or diminished from time to time by the by-laws adopted by the shareholders.
6. The amount of capital which the corporation shall begin business is \$501.00.
7. The corporation shall exist perpetually.
8. The name and address of the first board of directors is Sergey Borisovich 17890 W. Dixie Highway, Apt 318, Miami, FL 33160.
9. The name and post office address of the subscriber to these articles of incorporation and the number of shares he has agreed to take is 17890 W. Dixie Highway, Apt 318, Miami, FL 33160, 100 shares.
10. These articles of incorporation may be amended in any manner provided by law. Every amendment shall be approved by the board of directors, proposed to them by the shareholders and approved at a shareholders' meeting by a majority of shares entitled to vote thereon, unless the shareholders and directors sign a written statement manifesting their intention that a certain amendment to these articles be made.

September 6, 1995

SUBSCRIBER

STATE OF FLORIDA
COUNTY OF DADE

Sergey Borisovich

On September 6, 1995 Sergey Borisovich, acknowledged the foregoing articles of incorporation and produced a driver's license as identification and took an oath.

Notary Public State of Florida
My commission expires:



JERRY KAHN
My Commission CC406205
Expires Sep. 08, 1998
Bonded by HAI
800 422 1556



JERRY KAHN
My Commission CC406205
Expires Sep. 08, 1998
Bonded by HAI
800 422 1556

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

First that SEMAX INC., a corporation desiring to organize and qualify under the laws of Florida with its principal place of business in the city of Miami, Florida, has named Alexander Bondarev, located at 17890 W. Dixie Highway, Apt 318, Miami, FL 33160 as its agent to accept service of process in the state of Florida.

September 6, 1995

President Sergey Borisovich

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in the certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

September 6, 1995

REGISTERED AGENT Alexander Bondarev