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To:

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Fax Number : (850) 922-4001

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110450000714
Phone : (850) 222-1173
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FLORIDA PROFIT CORPORATION OR P.A.

IMPAXIS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION**OF****IMPAXIS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE**NAME**

The name and principal address of the Corporation is:

IMPAXIS, INC.

whose address is 125 North 46 Avenue, Hollywood, Florida 33021.

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ARTICLE TWO**DURATION**

The term of existence of the Corporation is perpetual.

ARTICLE THREE**PURPOSE**

The Corporation may transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

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ARTICLE FOUR**CAPITAL STOCK**

The aggregate number of shares, which the Corporation has authority to issue, is one hundred million (25,000,000.00) shares, all of which shall be common shares with a par value of One Mill (\$00.001).

ARTICLE FIVE**PRE-EMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the Corporation, and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX**REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is: 125 North 46 Avenue, Hollywood, FL 33021, and the name of the initial Registered Agent is at such address is Bruce M. Gottlieb.

ARTICLE SEVEN**DIRECTORS**

The Board of Directors of the Corporation shall consist of a minimum of five (5). The actual number of Directors is to be set by the Shareholders at a meeting called for that purpose.

The names and addresses of the first Board of Directors are:

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NAMEADDRESS

ALLAN DRESNER

125 North 46th Avenue
Hollywood, FL 33021

TODD BOMSER

125 North 46th Avenue
Hollywood, FL 33021

DAVID STEIN

125 North 46 Avenue
Hollywood, FL 33021

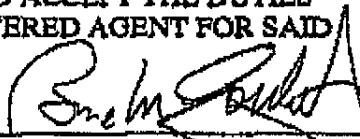
ROGER BAUMANN

125 North 46th Avenue
Hollywood, FL 33021ARTICLE EIGHTINCORPORATORS

The name and address of the Incorporator is BRUCE M. GOTTLIEB, whose address is:
125 North 46 Avenue, Hollywood, FL 33021.

IN WITNESS WHEREOF, I have subscribed my name, on this 10TH day of
July 2000.

I AM HEREBY FAMILIAR WITH AND ACCEPT THE DUTIES
AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID
CORPORATION.


BRUCE M. GOTTLIEB
Incorporator and Registered Agent

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STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation was acknowledged before me this 10th day of July 2000 by BRUCE M. GOTTLIEB, who is personally known to me, or who has produced a Florida driver's license as identification and who did take an oath.

NOTARY PUBLIC:

By: 
Print: Jeanette Romero
My Commission Expires:

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