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LAW OFFICES OF
BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

ONE BISCAYNE TOWER, SUITE 2690
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0501
FACSIMILE (305) 372-8068

September 20, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ATTENTION: New Filings

Re: Adhaero Technologies, Inc.

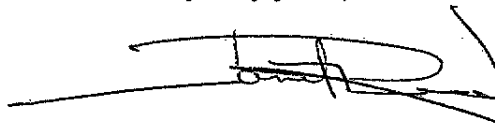
Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced company for filing with corporate records.

Also enclosed is a check in the amount of \$87.50 in payment of the filing fee.

Should you have any questions please contact the undersigned.

Very truly yours,



Janet Reed
Paralegal

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-10/17/01--01015--023
*****87.50 *****87.50

FILED
OCT 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-18-01
WC

ARTICLES OF INCORPORATION

OF

Adhaero Technologies, Inc.

FILED
01 OCT 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **Adhaero Technologies, Inc.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is ten million (10,000,000) shares of capital stock, \$.001 par value per share, which capital stock is designated as Common Stock.

The name and address of the incorporator signing these Articles are:

Mark J. Bryn
2 South Biscayne Boulevard, Suite 2680
Miami, FL 33131

ARTICLE VI

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
2 South Biscayne Boulevard, Suite 2680
Miami, FL 33131

ARTICLE VII

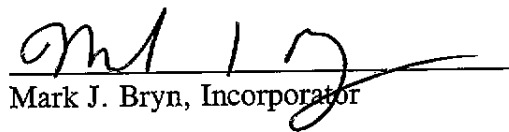
The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE VIII

The principal place of business and mailing address of this corporation is:

2 South Biscayne Boulevard, Suite 2680
Miami, FL 33131

EXECUTED at Miami, Florida, this 15TH day of October, 2001.


Mark J. Bryn, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

Adhaero Technologies Inc., desiring to organize under
the laws of the State of Florida, hereby designates
Mark J. Bryn as its registered agent and 2 South
Biscayne Boulevard, Suite 2680 Miami, FL 33131 as
its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above-named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

