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June 5, 2002

Intellectual Property:
Patents, Trademarks & Copyrights

Securities Arbitration
& Litigation

Antitrust & Trade Regulation

Business Litigation

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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Heiber Patent Licensing Corp.

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*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing with your Office are the Articles of Incorporation and registered agent designation for Heiber Patent Licensing Corp., along with our check in the amount of \$78.75 to cover the filing fees and the cost of a certified copy of the filing which we would appreciate you providing at your earliest convenience. If anything else is required, please let us know.

Thank you for your prompt attention to this matter.

Very truly,



William T. McCauslin
Paralegal

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 22 AM 9:18

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14577
WC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 7, 2002

WILLIAM T. MCCAUSLIN
P. O. BOX 3791
ORLANDO, FL 32802-3791

SUBJECT: HEIBER PATENT LICENSING CORP.
Ref. Number: W02000016572

We have received your document for HEIBER PATENT LICENSING CORP. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 402A00037732

**ARTICLES OF INCORPORATION
OF
HEIBER PATENT LICENSING CORP.**

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DIVISION OF CORPORATIONS
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be HEIBER PATENT LICENSING CORP.

ARTICLE II

The principal place of business and mailing address of the corporation shall be HEIBER PATENT LICENSING CORP., c/o A. Brooks, 1247 Glencrest Drive, Lake Mary, FL 32746.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100 shares. All such shares shall be of a single class, designated as common. Par value shall be one dollar.

ARTICLE V

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

RAYMOND J. BALEY, JR.
c/o A. Brooks
1247 Glencrest Drive
Lake Mary, FL 32746.

ARTICLE VI

The initial registered agent of the corporation is Stephen D. Milbrath, Allen, Dyer, Doppelt, Milbrath & Gilchrist. The street address of the corporation's initial registered agent is 255 S. Orange Avenue, Suite 1401, P.O. Box 3791, Orlando, Florida 32802-3791.

ARTICLE VII

The name and address of the incorporator to these Articles of Incorporation is RAYMOND J. BALEY, JR., c/o A. Brooks, 1247 Glencrest Drive, Lake Mary, FL 32746.

ARTICLE VIII

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE IX

The corporation elects to have preemptive rights.

ARTICLE X

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons

who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE XII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

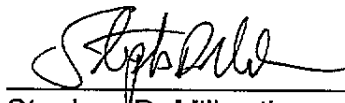
The undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 2002.


RAYMOND J. BAILEY JR., Incorporator

**CONSENT TO SERVE AS REGISTERED AGENT
FOR
HEIBER PATENT LICENSING CORP.**

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: July 2, 2002



Stephen D. Milbrath
Allen, Dyer, Doppelt, Milbrath & Gilchrist
255 S. Orange Avenue, Suite 1401
P.O. Box 3791, Orlando, Florida 32802-3791

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