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TALLAHASSEE FLORIDA

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FILING OF DOCUMENTS

RE: Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office of Corbexis, Inc.

Date: December 4, 2002

Our File #3023

Enclosed are the originals of the **Articles of Incorporation of Corbexis, Inc.**, and **Certificate of Designation of Registered Agent/Registered Office**. Please file the originals and return a certified copy to our office. The Incorporator has executed the Articles of Incorporation on this day, December 4, 2002, however the effective date shall be January 1, 2003.

Also enclosed is our check #7192 in the amount of \$78.75. Of that amount \$35.00 is the Filing Fee for the Articles of Incorporation, \$35.00 for the Designation Registered Agent/Registered Office, and \$8.75 for a Certified Copy.

Please contact me if you have any questions or need additional information. Thank you for your cooperation.

JoAnn M. Reinhardt
Estate Planning Assistant

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

Law Offices
PARRI & WHITE, P.A.
1217 Ponce de Leon Blvd.
Clearwater, FL 33756
(727) 586-4224 or 849-1958

/jmr
Encl.

**ARTICLES OF INCORPORATION
OF
CORBEXIS, INC.**

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TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of Corbexis, Inc. pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE 1
NAME AND DURATION**

- 1.1 The name of the corporation shall be:
- CORBEXIS, INC.
- 1.2 The duration of the corporation shall be perpetual.

**ARTICLE 2
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial address and mailing address of the corporation are:

1217 Ponce de Leon Blvd.
Clearwater, FL 37756

**ARTICLE 3
PURPOSE**

- 3.1 The corporation is organized to engage in any and all lawful activities permitted by law in the State of Florida, throughout the United States of America and throughout the world.

**ARTICLE 4
DIRECTORS AND MANNER OF ELECTION**

- 4.1 The activities and affairs of the corporation shall be managed by a Board of Directors who shall be elected by the first Board of Directors. The number of Directors shall be fixed by the Bylaws of the corporation. All vacancies on the Board of Directors shall be filled by an additional vote of a majority of the remaining Directors.
- 4.2 The incorporator shall serve as the initial Director and as the first Board of Directors. The name and address of the incorporator and the initial Director is:
- Raymond L. Parri
1217 Ponce De Leon Blvd.
Clearwater FL 34616

- 4.3 The Board of Directors may deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote its purposes.

4.4 The Bylaws may confer powers upon the Directors in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

ARTICLE 6 GENERAL POWERS

The Corporation shall have the following powers:

- A. To hold funds solely and exclusively for the benefit of the Corporation and for the purposes set forth in these Articles of Incorporation;
- B. To promulgate and enforce rules, regulations, bylaws, and agreements to effectuate the purposes for which the Corporation is organized;
- C. To delegate power or powers where such is deemed in the interest of the Corporation;
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles unless restricted herein and not forbidden by the laws of the State of Florida;
- E. To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the corporation for monies borrowed or in payment for property acquired or for any other purposes of the Corporation and to secure the payment for such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated;
- F. To acquire property by grant, gift, purchase, devise or bequest, and may hold and dispose of such property as the corporation shall require to carry out its purposes;
- G. To operate such business ventures as authorized in these Articles of Incorporation;
- H. To compromise, contest, prosecute, defend or abandon claims in favor of or against the Corporation;
- I. In general to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with these Articles of Incorporation.

ARTICLE 7 — CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the corporation and any other person, firm, corporation or partnership shall be effected or invalidated by the fact that any Director or Officer of the corporation is pecuniarily or otherwise interested therein. Any such person may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested or was not a shareholder, director or officer of such firm, association, corporation, or partnership.

**ARTICLE 8
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

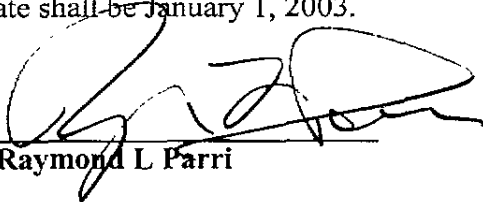
**ARTICLE 9
SUB CHAPTER "S" ELECTION**

The shareholders of the Corporation are authorized to elect Sub Chapter "S" status under the federal income tax law.

ARTICLE 9 — AMENDMENTS

Amendments to the Articles of Incorporation may be adopted by the Board of Directors at any meeting thereof at which a quorum is present. A copy of the proposed amendment with a certificate thereon that it has been approved by the Directors, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of Florida in the manner required for Articles of Amendment. Subject to the foregoing terms and conditions, the corporation reserves the right to alter, amend, change or repeal any provision contained herein and in any Amendment to the Articles of incorporation.

The undersigned Incorporator has executed these Articles of incorporation this 4th day of December, 2002, however the effective date shall be January 1, 2003.



Raymond L. Parri

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

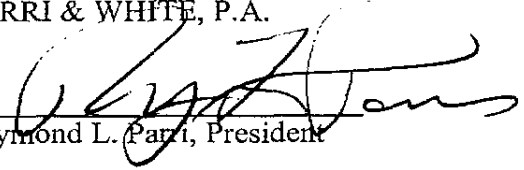
Pursuant to the provisions of sections 607.0501 of 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
CORBEXIS, INC.
2. The name and address of the registered agent and office is:
Parri & White, P.A. (Corporation)
1217 Ponce De Leon Blvd.
Clearwater FL 37756

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE CORPORATION HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE CORPORATION FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE CORPORATION'S DUTIES, AND THE CORPORATION ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

PARRI & WHITE, P.A.

By 
Raymond L. Parri, President

Dated: December 4, 2002