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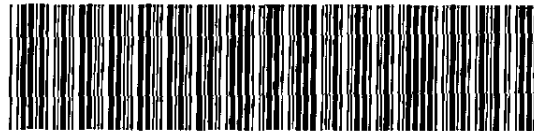
(Business Entity Name)

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Alan

**BOARD OF DIRECTORS
Officers**

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Reginald Clyne, Esq.

Gerald C. Grant, Jr.

Congresswoman Carrie P. Meek

Garth C. Reeves

Dorothea Stewart

Elaine H. Black
Executive Director

February 4, 2005

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation, and Certificate Designating Places of Business, and a check or money order for filing fees for the following:

Company name	Amount
ZIOMAX THERAPEUTICS	\$78.75

Please file both the Articles and certificates for the Designation for the corporation and return a certified copy of each document to the following address:

John M. Mills
Tools for Change
Black Economic Development Coalition, Inc.
6015 NW 7th Ave.
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,

John M. Mills
John M. Mills

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W-8098



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 16, 2005

JOHN M MILLS
6015 NW 7TH AVE
MIAMI, FL 33127

SUBJECT: ZIOMAX THERAPEUDICS, INC.
Ref. Number: W05000008098

We have received your document for ZIOMAX THERAPEUDICS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75. Your document will be retained in our pending file.

If you have any further questions concerning your document, please call (850) 245-6919.

Beth Register
Document Specialist Supervisor
New Filings Section

Letter Number: 505A00011027

FILE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ZIOMAX THERAPEUDICS, INC.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **ZIOMAX THERAPEUDICS, INC.** hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and principal office of the corporation is **880 N.W. 203rd STREET, MIAMI, FLORIDA 33169.**

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or

intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is **880 N.W. 203rd STREET, MIAMI, FLORIDA 33169**; and the registered agent at that office is **OLIVIA SANDERS**.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have **TWO (2)** director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

**OLIVIA SANDERS
880 N.W. 203rd STREET
MIAMI, FL 33169**


**WILLIE M. SANDERS
880 N.W. 203rd STREET
MIAMI, FL 33169**

ARTICLE IX: INCORPORATOR

The incorporator(s) of the Corporation are as follows:

OLIVIA SANDERS 880 N.W. 203rd STREET, MIAMI FLORIDA 33169

IN WITNESS WHEREOF, I, **OLIVIA SANDERS**, the undersigned incorporator, have signed these Articles of Incorporation on this 18th day of January, 2005, and acknowledged the same to be my act.


OLIVIA SANDERS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That **ZIOMAX THERAPEUTICS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of **MIAMI**, County of **DADE**, State of Florida, has named **OLIVIA SANDERS** at **880 N.W. 203rd STREET**, in the City of **MIAMI**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:


OLIVIA SANDERS

DATE:

1/18/05

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
JAN 19 2005
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