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JOSEPH ZALLEN, P.A.

LAW OFFICES

PATENTS TRADEMARKS COPYRIGHTS

2601 EAST OAKLAND PARK BOULEVARD, SUITE 208 FORT LAUDERDALE, FLORIDA 33306

PHONE 954-565-9506 FAX 954-568-087

February 2, 1996

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

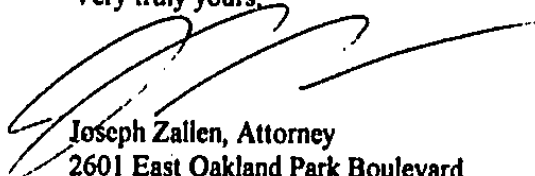
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****122.50 ****122.50

Re: File C- 0274, GENSONICS, INC.

Dear Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and check in the amount of \$122.50. A return postcard is also enclosed.

Very truly yours,



Joseph Zallen, Attorney
2601 East Oakland Park Boulevard
Suite 208
Fort Lauderdale, FL 33306
Tel: (954) 565-9506

JZ/rs
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GENSONICS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I

The name of this corporation (which is hereinafter called the "Corporation") is:
GENSONICS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under The Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

a) To engage in scientific research and development and in the business of developing and designing products for use in industry and commerce.

b) To subscribe for, invest in, purchase or otherwise acquire, to own, hold, sell, exchange, pledge or otherwise dispose of, securities of every nature and kind, including, without limitation, all types of stocks, bonds, debentures, or obligations or evidences of indebtedness or ownership or participation issued or created by any and all associations, trusts or corporations, public or private, whether created, established or organized under the laws of the United States, any of the States, or any territory or district or colony or possession thereof, or under the laws of any foreign country, and also foreign and domestic

government and municipal obligations, bank acceptances, commercial paper and secured call loans; to pay for the same in cash or property or by the issue of stock bonds or notes of this Corporation or otherwise; and while owning or holding any such securities, to exercise all the rights, powers and privileges of a stockholder or owner, including the right to transfer and convey the said stock or other securities to one or more persons, firms, associations or corporations subject to voting trusts or other agreements placing in such persons voting or other powers in respect of said stocks or other securities; to borrow money or otherwise obtain credit and to secure the same by mortgaging, pledging or otherwise subjecting as security the assets of this Corporation.

c) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise deal in and dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts, to buy, sell, assign, convey and cancel liens upon personal property, and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiating of loans thereon; to borrow and lend money and to negotiate loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; to enter into or engage in any such business, trade or enterprise.

e) To own, buy, sell, lease, exchange or otherwise deal in real estate and personal property; to mortgage, sell and convey the same; to negotiate, purchase, hold and sell mortgages, stocks, bonds and other securities and personal property; to invest money in real

f) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things and to exercise any and all power which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers herein above specifically delegated or implied.

The stock of this Corporation shall be divided into Five Thousand (5000) shares of stock of the par value of (\$1.00) per share, all of one class, namely, Common Stock, and having an aggregate par value of Five Thousand Dollars (\$5000.00). All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

The principal place of business of the Corporation shall be at 5100 North Ocean Boulevard, # 1218, Fort Lauderdale, Florida 33308, with the privilege of having branch offices within and without the State of Florida.

ARTICLE V

This Corporation shall have perpetual existence.

ARTICLE VI

The names and post office addresses of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, shall be:

Hyman M. Cohen
5100 North Ocean Boulevard
1218
Fort Lauderdale, FL 33308

ARTICLE VII

The number of directors of the Corporation shall be not less than one (1) nor more than fifteen (15).

ARTICLE VIII

The names and post office addresses of the President, Secretary, Treasurer, Director, and Vice-President, who shall hold office until their successors are elected or appointed or have qualified are:

Hyman M. Cohen
5100 North Ocean Boulevard
1218
Fort Lauderdale, FL 33308

President

Russell D. Cohen
3 Park Lane
Madison, NJ 07940

Vice-President

Hyman M. Cohen
5100 North Ocean Boulevard
1218
Fort Lauderdale, FL 33308

Treasurer

Hyman M. Cohen
5100 North Ocean Boulevard
1218
Fort Lauderdale, FL 33308

Director

Hyman M. Cohen
5100 North Ocean Boulevard
1218
Fort Lauderdale, FL 33308

Secretary

ARTICLE IX

The name and post office address of the Registered Agent is:


Joseph Zallen, Esquire
2601 East Oakland Park Boulevard
Suite 208
Fort Lauderdale, Florida 33306

ARTICLE X

The name and street address of the incorporator to these Articles of Incorporation is:

Hyman M. Cohen
5100 North Ocean Boulevard
1218
Fort Lauderdale, FL 33308

IN WITNESS WHEREOF, I have hereunto set my hand and seal, and acknowledge to be filed in the office of the Secretary of State the foregoing Articles of Incorporation, this 16th day of Feb., 1996.


Hyman M. Cohen
President, Treasurer,
Director, Secretary

State of Florida

County of Broward

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared HYMAN M. COHEN, personally known to me, or who presented the following identification, _____ who acknowledged before me that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at the City of St. Petersburg, Florida, this 16th day of February, 1996.



Notary Public, State of Florida

Commission No.

My Commission Expires:

Seal:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

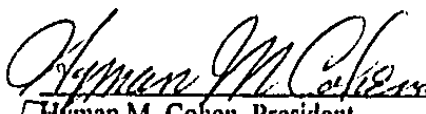
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96 FEB 26 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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 GENSONICS, INC.
2. The name and address of the registered agent and office is:

Joseph Zallen, Esquire
2601 East Oakland Park Boulevard
Suite 208
Fort Lauderdale, Florida 33306

2-18-96
Date


Hyman M. Cohen, President

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.

2/22/96
Date


Joseph Zallen