

Chart # Only

P96000001464

VALIDATION ONLY

Joel Bernateln

Requester's Name

P.O. Box 330072

Address

Miami

FL

33233

(305) 751-3008

City

State

ZIP

Phone #

800001932248
-08/27/96--01025--003
*****70.00 *****70.00

CORPORATION(S) NAME

International Biological Resources, Inc.

☒ PROFIT

☐ NON-PROFIT

☐ AMENDMENT

☐ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ RESERVATION

☐ REINSTATEMENT

☐ OTHER

☐ CERTIFIED COPY

☐ PHOTO COPIES

☐ CERTIFICATE UNDER SEAL

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Name
Availability

Document
Examiner

Updater

Updater
Verifier

Acknowledgment

W.P. Verifier

CR2E031 (R4-B4)

FILED
AUG 26 4:10:03
STATE
TALLAHASSEE, FLORIDA

8.28.96
KCR

ARTICLES OF INCORPORATION
OF
INTERNATIONAL BIOLOGICAL RESOURCES, INC.

* * *

ARTICLE 1
Name

The name of the corporation is INTERNATIONAL BIOLOGICAL RESOURCES, INC.

ARTICLE 2
Purpose

The purpose or purposes of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3
Capital Stock

The total amount of capital stock which this Corporation has the authority to issue is as follows:

29,000,000 shares of Class A Common Stock, \$.001 par value per share; and

1,000,000 shares of Class B Common Stock, \$.001 par value per share.

The dividends, distributions and relative rights, privileges and limitations of Class A Common Stock and Class B Common Stock shall be in all respects identical, share for share, except that the entire voting power for the election of the smallest number of persons which will constitute a majority of the entire board of directors shall be vested exclusively in the holders of the Class B Common Stock and the entire voting power for the election of the remaining directors shall be vested exclusively in the holders of the Class A Common Stock. Except as set forth in Article 4 herein, in all other matters the holders of the Class A Common Stock and the Class B Common Stock shall have one vote per share and shall vote together as a single class.

Subject to the provisions for adjustment hereinafter set forth, shares of Class B Common Stock shall be convertible at any time at the option of the holder thereof, upon surrender to the transfer agent for the Class B Common Stock of the certificate or certificates evidencing the shares so to be converted, into fully paid and nonassessable shares of Class A Common Stock of the Corporation at the rate of one share of Class A Common Stock for each share of Class B Common Stock so surrendered for conversion.

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25 AUG 25 1980
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

In the event of any change in the outstanding shares of Common Stock of the Company by reason of any stock dividend, stock split, combination or exchange of shares, recapitalization, reclassification, merger, consolidation, reorganization, or other similar transactions, appropriate adjustments in the number of shares of Class A Common Stock to be issued upon conversion of shares of Class B Common Stock shall be made.

ARTICLE 4 Right to Amend or Repeal Articles

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights and powers herein conferred on shareholders are granted subject to this reserved power, provided, however, that any change in the relative rights, privileges and limitations of the Class A Common Stock or Class B Common Stock shall require the affirmative vote of the holders of a majority of the outstanding Class A Common Stock voting as a single class and of the holders of a majority of the outstanding Class B Common Stock voting as a single class.

ARTICLE 5 Indemnification of Directors, Officers and Other Authorized Representatives

Section 1. Indemnification in Accordance with Bylaws. The Corporation shall indemnify its officers, directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporation's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporation's Bylaws. Such indemnification provisions of the Corporation's Bylaws may be enacted and modified from time to time by resolution of the Corporation's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article 5 by the shareholders of the Corporation shall not adversely affect any right to protection of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article 5.

Section 4. No Rights of Subrogation. Indemnification hereunder and under the Bylaws shall be a personal right and the Corporation shall have no liability under this Article 5 to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporation's Bylaws.

ARTICLE 6
Severability

In the event any provision (including any provision within a single article, section, paragraph or sentence) of these Articles should be determined by a court of competent jurisdiction to be invalid, prohibited or unenforceable for any reason, the remaining provisions and parts hereof shall not be in any way impaired and shall remain in full force and effect and enforceable to the fullest extent permitted by law.

ARTICLE 7
Principal Office, Registered Office, Registered Agent

The address of the principal office of this Corporation is 614 N. 32nd Court, Hollywood, FL 33021. The address of the initial registered office of this Corporation is 614 N. 32nd Court, Hollywood, FL 33021 and the name of the initial registered agent of this Corporation at that address is Bruce Kaplan. The undersigned is familiar with and accepts the duties and obligations as registered agent for this Corporation.

ARTICLE 8
Incorporator

The name and address of the person signing these Articles is Bruce Kaplan, 614 N. 32nd Court, Hollywood, FL 33021.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of August, 1996.


BRUCE KAPLAN

FILED
JUL 26 11:03 AM '96
CLERK OF DISTRICT COURT
JUL 26 11:03 AM '96
JUL 26 11:03 AM '96

Fee Only

P96000071464

VALIDATION ONLY

Joel Bernstein

Updater's Name

P.O. Box 330072

Address

Miami

FL

33233

(305) 751-3008

7

State

ZIP

Phone #

500002311105--2

-10/03/97--01050--013

*****35.00 *****35.00

CORPORATION/NAME

International Biological Resources, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT-3 AM 11:59

☐ PROFIT
☐ NON-PROFIT

☒ AMENDMENT

☐ MERGER

☐ FOREIGN

☐ DISSOLUTION

☐ MARK

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W.F. Verifier

CR25031(R4-B4)

AM
10/8/97
DRG

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL BIOLOGICAL RESOURCES, INC.

FILED
97 OCT -3 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: INTERNATIONAL BIOLOGICAL RESOURCES, INC.

2. Article III of the Articles of Incorporation is hereby amended to read as follows:

Article III. The total number of shares of stock which the Corporation shall have the authority to issue shall be 30,000,000 shares of Common Stock of the par value of \$.001 per share and 6,000,000 shares of Preferred Stock of the par value of \$.001 per share.

The Preferred Stock may be issued from time to time in series. All Preferred Stock shall be of equal rank and identical, except in respect to the particulars that may be fixed by the board of directors. The board of directors is authorized to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series of Preferred Stock set forth below:

1. The distinctive designation of all series and the number of shares that shall constitute those series;
2. The annual rate of dividends payable on the shares of all series and the time, conditions and manner of payment;
3. The redemption price or prices, if any, for the shares of each, any and all series.
4. The amount payable upon shares of each series in the event of voluntary or involuntary liquidation and the relative priority of each series in the event of liquidation.
5. The rights, if any, of the holders of shares of each series to convert those shares into Common Stock and the terms and conditions of that conversion.

6. The voting rights, if any, of the holders of shares of each series.

Each share of the Corporation's outstanding Class A Common Stock and Class B Common Stock shall be and they are hereby automatically changed (without any further act) into one-sixth of a share of Common Stock, \$.001 par value per share (the "New Common Stock"). Any fractional share interests that occur as a result of the foregoing changes shall be increased to the next whole share.

The foregoing changes shall be accomplished in the following manner:

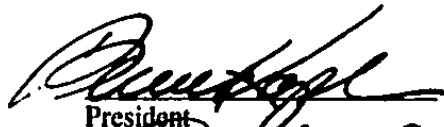
(1) All certificates representing issued and outstanding shares of Class A Common Stock and Class B Common Stock which are in existence as of the close of business on the Record Date of September 30, 1997 (the "Old Common Stock") shall thereafter, without any further action being taken, represent one-sixth the number of shares of the Corporation's New Common as they theretofore represented of the Old Common Stock.

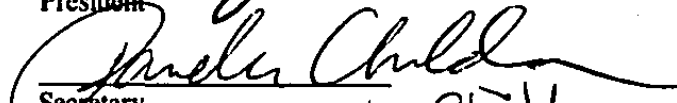
(2) The appropriate officers of the Corporation are authorized and directed, as soon as practicable after the close of business on the Record Date, to request the shareholders to deliver their Old Common Stock certificates to the Corporation in exchange for stock certificates representing the appropriate number of shares of New Common Stock to which they shall be entitled pursuant to the foregoing change.

(3) The Board of Directors of the Corporation or any executive committee thereof is empowered to adopt further rules and regulations concerning the foregoing change and to appropriately adjust any outstanding options, warrants, stock subscriptions or other securities which are convertible into shares of the Corporation's common stock.

3. The foregoing amendments were duly adopted by the directors of the Corporation on September 27, 1997. The foregoing amendments were duly adopted by the shareholders of the Corporation by written consent of the holders a number of shares of the Old Common Stock, the only group entitled to vote, sufficient for approval on September ~~27~~, 1997.

Dated: September ~~27~~, 1997


President


Secretary
Pamela Childers