

Allen Hack
761 N.E. 177th Street
North Miami Beach, FL 33162
(305) 661-2585

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

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25, covering the costs of filing fee, certified copy and certificate.

Sincerely,

Allen Hack
761 N.E. 177th Street
North Miami Beach, FL 33162
305-651-2585

9.13.96
KK

ARTICLES OF INCORPORATION
OF
BIOVECTOR TECHNOLOGIES, INC

ARTICLE I

The name of the corporation is BIOVECTOR TECHNOLOGIES, INC., (hereinafter called the "Corporation").

ARTICLE II

Subject to any limitations provided in the Business Corporation Law or any other Statute of the State of Florida, and except as otherwise specifically provided in this Certificate, the purposes for which the Corporation are formed are:

2.1 To manufacture, import, acquire, sell, distribute or otherwise dispose of, and deal in and with, pharmaceutical products and medical devices of every kind, and all other kinds of merchandise and personal property.

2.2 To create, acquire, hold, and deal in and with, and dispose of, in any manner, any legal or equitable interest in real property and chattels real, and, without limiting the generality of the foregoing, to purchase, receive, take (by grant, gift, devise, bequest or otherwise), own, hold, improve, employ, use, operate, manage, repair, control, maintain, sell, assign, transfer, convey, exchange, lease, alter, construct, mortgage or encumber real property, whether improved or unimproved, and structures and improvements on real property, or leaseholds, or any other legal or equitable interests or rights therein.

2.3 To create, acquire, hold, deal in and with, and dispose of, in any manner, any legal or equitable interest in tangible or intangible personal property, and, without limiting the generality of the foregoing, to make, purchase, receive, take (by grant, gift, bequest, lease, exchange or otherwise), own, hold, improve, employ, use, operate, manage, repair, control, maintain, process, import, export, sell, assign, transfer, convey, exchange, lease or otherwise dispose of, mortgage, pledge or otherwise encumber or in any manner to exploit, turn to account, trade or deal in or with, personal property, whether tangible or intangible, or any other legal or equitable interests or rights therein.

2.4 To make, create, apply for, renew, take (by grant, gift, bequest or otherwise), purchase, lease or otherwise acquire, to hold, own, register, use, operate, to sell, assign, license, lease, transfer, exchange or otherwise dispose of, to mortgage, pledge, or otherwise encumber, to acquire or grant licenses with respect to, or in any manner to exploit, turn to account, trade or deal in or with, copyrights, trademarks, servicemarks, designs, inventions, discoveries, improvements, developments, processes, formulae, patents, trade names, labels, prints, or any interest or right, whether legal or equitable, therein.

2.5 To purchase, take (by grant, gift, bequest or otherwise), receive, subscribe for, invest in or otherwise acquire, own, hold, employ, sell, lend, lease, exchange, transfer, assign, or otherwise dispose of, mortgage, pledge, use, and otherwise deal in and with, or in respect of shares, stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, certificates of interest or participation in profit-sharing agreements, collateral trust certificates, preorganization certificates and subscriptions, investment contracts, voting trust certificates, certificates of deposit or other securities or obligations of any kind by whomsoever issued (whether or not engaged in similar or

different businesses, governmental or other activities); to exercise in respect thereof all powers and privileges of individual or corporate ownership or interest therein, including the right to vote thereon (by proxy or otherwise) for any and all purposes; to consent or otherwise act with respect thereto, without limitation; and to issue in exchange therefor the Corporation's shares, stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind.

2.6 To make contracts, incur debts and other liabilities, and borrow money on such terms and at such rates of interest as the Corporation may determine; and to mortgage, pledge, convey, assign in trust or otherwise encumber or dispose of, the property, good will, franchises or other assets of the Corporation, including contract rights and including after-acquired property.

2.7 To lend money, with or without security; provided, that the Corporation shall not have the power to engage in the business of banking.

2.8 To issue, reissue, sell, assign, exchange, pledge, negotiate or otherwise dispose of, to purchase, receive, take, own, hold or otherwise acquire, to deal in or with, or to cancel, shares, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of the Corporation of any kind, whether secured or unsecured, and whether or not convertible into or subordinated to any other class of securities.

2.9 In furtherance of its corporate business, to guarantee or assume liability for the payment of the principal of, or dividends or interest on, or sinking fund payments in respect of, shares, stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, certificates of interest or participation in profit-sharing agreements, collateral trust certificates, preorganization certificates and subscriptions, investment contracts, voting trust certificates, certificates of deposit, or other securities or obligations of any kind by whomsoever issued; and to guarantee or assume liability for the performance of any other contract or obligation, made or issued by any domestic or foreign corporation, partnership, association, trustee, group, individual or entity; and, when authorized in any manner provided by law, to give any guarantee although not in furtherance of the Corporation's purposes.

2.10 In furtherance of its corporate business, to be a promoter, partner, co-venturer, member, associate or manager of other business enterprises or ventures, or to be an agent thereof, or to the extent permitted in any jurisdiction to be an incorporator of other corporations of any kind or type.

2.11 To cause to be formed under the laws of any state or country, to control or in any manner participate in the management of, to reorganize, merge, consolidate, and to liquidate or dissolve any corporation, association or organization of any kind.

2.12 To engage in, carry on, conduct and/or participate in any activity, enterprise or business which is similar or related to any activity, enterprise or business herein set forth, or which is capable of being conveniently carried on incidental to any such activity, enterprise or business or which may directly or indirectly protect or enhance the value of any of the rights or property of the Corporation.

2.13 To engage in, carry on, conduct and/or participate in any general or specific branch or phase of the activities, enterprises or businesses authorized in this Certificate in the State of Florida or in any other state of the United States and in all foreign countries, and in all territories, possessions and other places, and in connection with the same, or any thereof, to be and act either as principal, agent, contractor or otherwise.

2.14 To do everything necessary, suitable, convenient or proper for the accomplishment, attainment or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of or connected with, the purposes set forth in this Certificate, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon a corporation organized under the Business Corporation Law of the State of Florida (as the same may be amended from time to time) or any statute which may be enacted to supplement or replace it, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or a partnership, association, corporation or other entity, or any of them, might or could do; provided, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a corporation organized under the Business Corporation Law of the State of Florida.

The foregoing provisions of this Article shall be construed as purposes, objects and powers, and each as an independent purpose, object and power, in furtherance, and not in limitation, of the purposes, objects and powers granted to the Corporation by the laws of the State of Florida; and except as otherwise specifically provided in any such provision, no purpose, object or power herein set forth shall be in any way limited or restricted by reference to, or inference from, any other provision of this Certificate.

ARTICLE III

The principal office and the mailing address of the Corporation is to be located at 761 Northeast 177th Street in the City of North Miami Beach, County of Dade, State of Florida and Postal Code 33162.

ARTICLE IV

Number of Shares; Preemptive Rights Denied.

4.1 The aggregate number of shares which the Corporation shall have authority to issue is 20,000,000, all of which shall be Common Shares, par value \$.001 per share.

4.2 No holder of shares of the Corporation shall be entitled as of right to subscribe for, purchase or receive any new or additional shares of any class, whether now or hereafter authorized, or any notes, bonds, debentures, or other securities convertible into, or carrying options or warrants to purchase, shares of any class; but all such new or additional shares of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, shares of any class may be issued or disposed of by the Board of Directors to such persons and on such terms as it, in its absolute discretion, may deem advisable.

ARTICLE V

The street address of the corporation's initial registered office and the name of its initial registered agent at this office is:

Allen Hack
761 N.E. 177th Street
North Miami Beach, FL 33162


ARTICLE VI

The duration of the Corporation is to be perpetual.

ARTICLE VII

The name and street address of the incorporator to these Articles of Incorporation is:
Allen Hack, 761 N.E. 177th Street, North Miami Beach, FL 33162.

IN WITNESS WHEREOF, the undersigned incorporator(s) subscribes this Certificate and affirms it as true under the penalties of perjury on this *11* day of *Sept.*, 1996.



Allen Hack

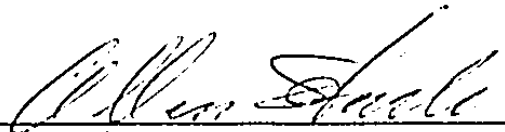
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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: BIOVECTOR TECHNOLOGIES, INC.
2. The name and address of the registered agent and office is:

Allen Hack
761 N.E. 177th Street
North Miami Beach, FL 33162

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.


Allen Hack

9/11/96
Date

FILED
SEP 13 2:55
1996