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ACCOUNT NO. : 072100000032

REFERENCE : 305361 2352A

AUTHORIZATION :

Patricia Pyjists

COST LIMIT : \$ 122.50

ORDER DATE : March 24, 1997

ORDER TIME : 2:51 PM

ORDER NO. : 305361-005

CUSTOMER NO: 2352A

500002122765--2

CUSTOMER: Mr. Jack A. Kirschenbaum
GRAY HARRIS & ROBINSON, P.A.

Suite 138
1800 W. Hibiscus Boulevard
Melbourne, FL 32901

DOMESTIC FILING

NAME: BIO FLY, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
97 MAR 24 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 MAR 24 PM 3:28
DEPT. OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

MAR 25 1997

**ARTICLES OF INCORPORATION
OF
BIO FLY, INC.**

FILED
97 MAR 24 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

The name of this corporation is **BIO FLY, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

The corporation shall have all of the powers given to it by the laws of the State of Florida, now or hereafter, and specific powers herein enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock with a nominal or par value of \$1.00.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the principal office of this corporation is in the State of Florida, County of Brevard, at 1800 West Hibiscus Boulevard, Suite 138, Melbourne, Florida 32902-1870. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the member of the first Board of Directors who will serve until the first annual meeting of shareholders or until his or her successor or successors are elected and shall qualify is:

CHUCK ROTH
820 North Atlantic Avenue
Unit A-104
Cocoa Beach, Florida 32931

KARI ROTH
820 North Atlantic Avenue
Unit A-104
Cocoa Beach, Florida 32931

ARTICLE VIII

The name and address of the Incorporator signing these Articles of Incorporation is:

JACK A. KIRSCHENBAUM
P. O. Box 1870
Melbourne, Florida 32902-1870

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The registered agent of this corporation shall be JACK A. KIRSCHENBAUM, and the registered office of this corporation shall be 1800 West Hibiscus Boulevard, Suite 138, Melbourne, Florida 32902-1870.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of March, 1997.



JACK A. KIRSCHENBAUM, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BREVARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 20th day of March,

1997, by JACK A. KIRSCHENBAUM, who is personally known to me, or who produced _____
_____ as identification, and who did take an oath.

Terrilyn Arnold

Notary Public Signature

My commission expires:



Notary Public Name

CERTIFICATE OF REGISTERED AGENT

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act: BIO FLY, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Melbourne, County of Brevard, State of Florida, has named JACK A. KIRSCHENBAUM, located at 1800 West Hibiscus Boulevard, Suite 138, Melbourne, Florida 32902-1870, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate and said registered agent hereby agrees to act in this capacity, and to comply with the provisions of the act relative to keeping open said office.

[Signature]

JACK A. KIRSCHENBAUM, Registered Agent

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FILED
97 MAR 24 AM 9:18
TALLAHASSEE, FLORIDA
STATE