

TRANSMITTAL LETTER

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

SUBJECT:

AVAX, Inc.

(Proposed corporate name - must include suffix)

800002232108--9

-07/07/97--01176--006

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

ANDREI GRENKOV

Name (Printed or typed)

1747 South Military Trail

Address

West Palm Beach, FL. 33415

City, State & Zip

(561) 641-4120

Daytime Telephone number

JUL 9

1

658

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
AVAX, INC.

FILED
97 JUL -7 AM 8:44
TALLAHASSEE FLORIDA

ARTICLE I- NAME

The name of this corporation is AVAX, Inc.

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing on the date of the filing.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 per value common stock which shall be designated as "Common Shares".

ARTICLE V- PRE- EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1747 South Military trail West Palm Beach, Florida, 33415 and the name of the initial registered agent of this corporation at that address is Andrei Grenkov.

ARTICLE VII- CORPORATE OFFICE

The initial corporate office is located at 1747 South Military Trail, West Palm Beach, Florida, 33415, and such other addresses as may be subsequently decided by the Board of Directors.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

The corporation shall initially have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director is:

Andrei Grenkov
1747 South Military trail
West Palm Beach, Florida, 33415

ARTICLE IX- INCORPORATOR

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

Andrei Grenkov
1747 South Military trail
West Palm Beach, Florida, 33415

ARTICLE X- BY- LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI- RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

AVAX , Ltd	70 %
Andrei Grenkov	30 %

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII- CALLING OF SPECIAL MEETINGS

Special Meetings of Shareholders may be called by written notice delivered to each shareholder five (5) business days prior to the meeting date.

ARTICLE XIII- SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the represented at the meeting are entitled to vote on the subject matter be the act of the shareholder.

ARTICLE XIV- MANAGEMENT OF CORPORATION BY DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of the Board of Directors of this corporation.

ARTICLE XV- COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI- NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his or her term.

ARTICLE XVII- DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII- MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX- ACTION BY DIRECTORS WITHOUT MEETINGS

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XX- DIVIDENDS

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XXI- AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of July, 1997.

Andrei Grenkov

Incorporator

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.

Dated: July 1, 1997.

Andrei Grenkov

Registered agent

FILED
97 JUL -7 AM 8:45
TALLAHASSEE FLORIDA