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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 10, 1997

Genetic Biomedical, Inc.
325 Redwood Lane
Boca Raton, Florida 33487

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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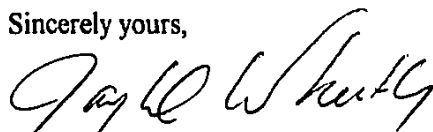
Dear Document Specialist,

This letter is to inform you that we are forming a new corporation under the name of
GENETIC BIOMEDICAL, INC.

Included with this letter is the ARTICLE OF INCORPORATION and the
CERTIFICATE DESIGNATING REGISTERED AGENT documents, and a check in the
amount of \$122.50 to cover filing fees (\$70) and certificate fees (\$52.50).

Please let us know if we can be of any assistance by contacting us at 561-998-1798.

Sincerely yours,



Jay Wheatley
Chief Executive

P. Hall

SEP 16 1997

**ARTICLES OF INCORPORATION
OF
GENETIC BIOMEDICAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GENETIC BIOMEDICAL, INC.

The principal place of business of this corporation shall be:

**325 Redwood Lane
Boca Raton, Florida 33487**

ARTICLE II NATURE OF BUSINESS

The corporation may engage in or transact 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 CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

One million (1,000,000) shares of no par value stock.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

**FLORIDA CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the Corporation is **GENETIC BIOMEDICAL, INC.**
2. The name and address of the registered agent and office is:

Jay Wheatley
325 Redwood Lane
Boca Raton, Florida 33487

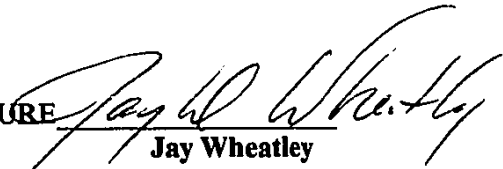
SIGNATURE


Jay Wheatley

TITLE: Registered Agent
Date: September 10, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


Jay Wheatley

Registered Agent

Date: September 10, 1997