

P970000 87091

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: Creative Science Corp.

4000002315274--3
-10/08/97--01092--008
*****70.00 *****70.00

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: _____

A. Howard Metro

25 West Middle Lane

Address

Rockville, Maryland 20850

City, State & Zip

301-340-2020

Daytime Telephone Number

97 OCT - 8 AM 8:35
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FILED

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

HAWP_FILES\CLIENTS\CREATIVE\SCN621\FLORI.LTR

J. Nedea **OCT - 9 1997**

FILED

97 OCT -8 AM 8 35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CREATIVE SCIENCE CORP.

FIRST: I, the undersigned, A. Howard Metro, being at least 18 years of age, do under and by virtue of the Florida Business Corporation Act, authorizing the formation of corporations, execute these Articles of Incorporation with the intention of forming a corporation.

SECOND: The name of this Corporation shall be:

Creative Science Corp.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

1. To engage in the operation of a consulting business for scientific research and advisory services, and to engage in any other lawful enterprise not in conflict with applicable law and with all of the powers otherwise enumerated under applicable law..

2. To acquire, by purchase, subscription, or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages, or other obligations, and any certificates, warrants, receipts, or other instruments for the same; or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to issue in exchange therefor, in the manner permitted by law, shares of the capital stock, bonds, or other obligations of the Corporation; scrip, voting trust certificates, bonds, mortgages, or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote thereon.

3. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation, and from time to time to vary any investment or employment of capital of the Corporation.

4. To build, erect, construct, alter, reconstruct, and improve any and all buildings, and structures upon any lands or waters whatsoever.

5. To import, export, hold, own, buy, sell, assign, consign, take on consignment, lease, hire, mortgage, pledge, transfer, manufacture, produce, prepare, deal in and deal with and in any manner dispose of goods, wares, and merchandise and chattels and effects of all kinds, both at wholesale and retail, and in any part of the world.

6. To acquire, build, charter, buy, lease, rent, operate, and use vehicles and other means of transportation of any kind or character whatsoever.

7. To apply for, obtain, register, purchase, lease or otherwise acquire or own any concessions, rights, options, patents, patent-rights, privileges, inventions, formulae, processes, copyrights, trade-marks, trade names, or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate, or manufacture under or in any otherwise deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto.

8. To purchase, lease, or otherwise acquire the property of every kind, including the business, goodwill, rights and franchises of any corporation, co-partnership, association or individual, or any part of such business, and to undertake, guarantee, assume to pay the liability thereof, and to pay for such property, business, goodwill rights, and franchises by the issue of stock or other securities of the Corporation, or otherwise in the manner provided by law, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business.

9. To organize, incorporate, and reorganize subsidiary corporations, joint stock companies, partnerships and associations for any purpose permitted by law, and to dissolve, wind up, liquidate, merge or consolidate any such entity.

10. To acquire, by purchase, lease, or otherwise, to own, use, and operate factories, shops, and manufacturing plants, including lands, buildings, machinery, equipment, and appliances, warehouses, stores and other properties within or without the State of Incorporation which may be useful to accomplish any of the purposes or carrying on any of the businesses of the character hereinbefore referred to.

11. To acquire by purchase, lease, exchange, or otherwise, real and personal property without limit in the State of Incorporation or other states or territories of the United States and in the District of Columbia, and in foreign countries, and to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real or personal, owned by it.

12. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient, or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, of which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.

13. To carry on any other business in connection with the foregoing, whether manufacturing or otherwise.

14. To enter into, make and perform contracts without limit as to character or amount; execute, issue, and endorse any bonds, debentures, and notes, and make, draw, accept, and endorse drafts, bills of exchange, and negotiable instruments of all kinds, as permitted by law.

15. To borrow or raise money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes, or other obligations of any nature, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, whether real or personal, and at the time owned or thereafter acquired, or to issue bonds, debentures, stock or notes without such security.

16. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which this Corporation has an interest, and to endorse or otherwise guarantee the payment of principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.

17. To purchase, redeem, reclassify, exchange, convert, hold, and reissue the shares of its capital stock, and its bonds, debentures, debenture stock, notes, or other obligations in such manner as the Board of Directors may from time to time determine.

18. To do any act or thing and exercise any power suitable, convenient, or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes.

19. To have one or more offices and places of business, and to carry on all or any of its operations or business, without restriction or limit as to amount or place, in any of the states, districts, or territories of the United States, and any and all foreign countries, subject to the laws of such state, district, territory or country.

20. To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Incorporation upon corporations formed under the Acts therein in effect, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object, or business in any manner to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy, and exercise all of the powers and rights now or hereafter conferred by statute upon corporations of a similar character, it being the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article THIRD of the Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this or any other Article of these Articles of Incorporation, or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a corporation formed under the laws of the State of Incorporation may not at the time lawfully carry on or do.

FOURTH: The street address of the place at which the principal office of the Corporation in this State will be located is 5377 Ascott Way, Boca Raton, Florida 33496. The registered agent of the Corporation will be Myron Weinberg, at 5377 Ascott Way, Boca Raton, Florida 33496. Said registered agent is a citizen of the State of Florida and actually resides therein.

FIFTH: The Corporation shall have at least one director at all times, however, said number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director who shall act until the first meeting or until his successor is duly chosen and qualified is Myron Weinberg.

SIXTH: The total amount of authorized capital stock of the Corporation is 5,000 shares of common stock, with a par value of \$1.00 per share, resulting in an aggregate par value of \$5,000.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of its shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, and for the redemption of shares of its stock, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividend on, the times and prices of redemption of, and the conversion rights of, such shares.

3. Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a director or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in

determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, by a majority vote of the disinterested directors or such contract or transaction may be approved by the vote of a majority vote of the holders of the voting common stock of the Corporation, excluding holders who are interested directors, corporations, or entities, provided that the provisions of Section 607.0832 of the Corporations Article of the Florida Statutes are complied with.

4. Unless the By-Laws otherwise provide, any contract, transaction, or act of the Corporation or of the directors which shall be ratified by the vote of a majority of a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purpose, excluding votes of shares owned of record or beneficially by an interested director, corporation, firm or entity, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

5. Unless the By-Laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the Board of Directors.

6. The Corporation reserves the right from time to time to make amendments to its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification, or otherwise; but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall be authorized by the holders of sixty-six and two-thirds percent (66-2/3%) of the shares of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

7. The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under §607.0302 of the Florida Business Corporation Act now or hereafter in force.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The directors and officers of Creative Science Corp. acting in their capacity as such, shall not be liable for money damages to the Corporation or its shareholders unless the directors act pursuant to §607.0831 of the Business Corporations Act of the Florida Statutes.

The language of this Article Ninth is intended to limit the liability of directors and officers to the fullest extent permissible by §607.0831 of the Business Corporations Act of the Florida Statutes, as amended from time to time. The directors and officers shall be indemnified pursuant to §607.0850 of the Business Corporations Act of the Florida Statutes.

TENTH: The private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

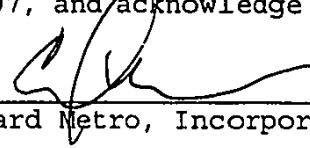
The By-Laws of the Corporation shall determine whether and to what extent the books and accounts of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholders shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by law, or by-laws, or by resolution of the stockholders.

The directors shall have power by resolution passed by a majority vote of the whole board, under suitable provisions of the By-Laws, to designate two or more of their number to constitute an Executive Committee, which Committee shall for a time being, as provided in said resolution or in the By-Laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the said Corporation to be affixed to all papers, which may require it.

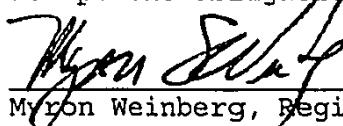
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statutes of the State of Incorporation and otherwise as limited by any provision contained in these Articles and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

ELEVENTH: The name and address of the incorporator to these Articles of Incorporation of Creative Science Corp. are A. Howard Metro, 25 West Middle Lane, Rockville, Maryland 20850.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 30th day of September, 1997, and acknowledge same to be my act.


A. Howard Metro, 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.


Myron Weinberg, Registered Agent

30 Sept 1997
Date

H:\WP_FILES\CLIENTS\CREATIVE.SCI\621ARTIC. INC

FILED
97 OCT -8 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA