

P97000103903

TRANSMITTAL LETTER

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

SUBJECT: Theta Biosciences, Inc.

Enclosed is an original and 1 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75 for Filing Fee and Certificate.

SIGNED: Charles E. Helmstetter

From:

70000236537--8
-12/09/97--01032--001
*****78.75 *****78.75

Charles E. Helmstetter
Name

854 Hawksbill Island Drive
Address

<u>Satellite Beach</u>	<u>Florida</u>	<u>32937</u>
City	State	Zip

(407)-777-8670
Telephone Number

FILED
97 DEC 9 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
12-10-97

ARTICLES OF INCORPORATION

OF

Theta Biosciences, Inc.

FILED

97 DEC -9 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: Theta Biosciences, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Address:

Theta Biosciences

854 Hawksbill Island Drive

Satellite Beach, Florida 32937

Mailing Address:

Theta Biosciences

854 Hawksbill Island Drive

Satellite Beach, Florida 32937

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Charles E. Helmstetter

Theta Biosciences

854 Hawksbill Island Drive

Satellite Beach, Florida 32937

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

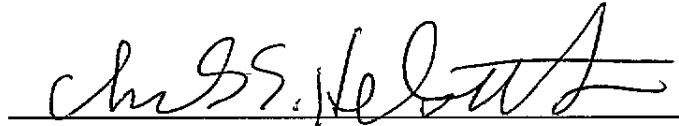
Charles E. Helmstetter

Theta Biosciences

854 Hawksbill Island Drive

Satellite Beach, Florida 32937

The undersigned has executed these Articles of Incorporation this 5th day of December 1997.

A handwritten signature in cursive script, appearing to read "Charles E. Helmstetter", is written over a horizontal line.

Charles E. Helmstetter, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

97 DEC -9 AM 11:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Theta Biosciences, Inc.

2. The name and address of the registered agent and office is:

Charles E. Helmstetter

Theta Biosciences

854 Hawksbill Island Drive

Satellite Beach, Florida 32937

Signature: Chs E. Helmstetter

Title: President

Date: 12/5/97

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.

Signature: Chs E. Helmstetter

Date: 12/5/97