

LAW FIRM OF  
SCOTT SWEIGART

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Scott Sweigart  
Extension

March 9, 1998

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

500002454125-7  
-03/11/98-01098-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: GENETICORP, INC.

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is a check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75), for the filing fee and a Certificate.

After filing the Articles, please forward to me at the above address a filed copy of the Articles and the Certificate.

Thank you for your assistance in this matter.

Sincerely,

Law Firm of Scott Sweigart

  
Scott Sweigart

SS/jh  
Enclosures

FILED  
98 MAR 11 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
3/11/98

**ARTICLES OF INCORPORATION**  
**OF**  
**GENETICORP, INC.**

FILED  
98 MAR 11 PM 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I.**  
**CORPORATE NAME**

The name of this Corporation is: GENETICORP, INC.

**ARTICLE II.**  
**PURPOSE AND NATURE.**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III.**  
**PRINCIPAL OFFICE**

The street and mailing address of the initial principal place of business of this Corporation are: c/o Scott Sweigart, Esq., 1725 University Drive, Suite 450, Coral Springs, FL 33071.

**ARTICLE IV.**  
**CAPITAL STOCK**

The maximum number of shares this Corporation is authorized to issue is One Million (1,000,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V.**  
**DIRECTOR(S)**

This Corporation shall have at least one director initially, but the number may be increased from time to time, by bylaws adopted by the shareholders, but shall never be less than one.

ARTICLE VI.  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this Corporation are: Scott Sweigart, Esq., 1725 University Drive, Suite 450, Coral Springs, FL 33071.

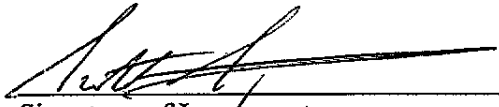
ARTICLE VII.  
INCORPORATOR

The name and address of the incorporator of this Corporation are: Scott Sweigart, Esq., 1725 University Drive, Suite 450, Coral Springs, FL 33071.

ARTICLE VIII.  
INDEMNIFICATION

This Corporation shall indemnify its incorporators, directors, officers, employees and agents to the fullest extent permitted by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1998.

  
\_\_\_\_\_  
Signature of Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent of and designated to accept service of process for GENETICORP, INC., 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.

By:

  
\_\_\_\_\_  
Scott Sweigart, Esq.

3/6/98

Date