

Document Number

**P98000034819**

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

**CORPORATION(S) NAME**

0000002400050  
-04/16/98-01087-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*BT merger Corp.*

Profit *Auto of Inc.*  
 NonProfit  
 Limited Liability Co.  
 Foreign

Amendment

Merger

Dissolution/Withdrawal

Mark

Limited Partnership  
 Reinstatement

Annual Report  
 Reservation

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DIVISION OF CORPORATION

**STATE OF FLORIDA**  
**ARTICLES OF INCORPORATION OF**  
**BT MERGER CORP.**

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**FIRST:** The corporate name that satisfies the requirements of Section 607.0401 of the Florida Business Corporation Act (the "Act") is BT Merger Corp. (the "Corporation").

**SECOND:** The street address of the initial principal office of the Corporation is c/o Biovector Technologies, Inc., 535 Fifth Avenue, New York, New York 10017.

**THIRD:** The number of shares that the Corporation is authorized to issue is 100 shares of common stock, par value \$.01 per share.

**FOURTH:** The street address of the initial registered office of the Corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

**FIFTH:** The name and mailing address of the incorporator is Robert S. Matlin, c/o Camhy Karlinsky & Stein LLP, 1740 Broadway, New York, New York 10019.

**SIXTH:** Election of directors need not be by written ballot.

**SEVENTH:** The Board of Directors is authorized to adopt, amend, or repeal By-Laws of the Corporation (except as and to the extent provided in the By-Laws).

**EIGHTH:** Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (whether or not by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, incorporator, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, incorporator, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), shall be entitled to be indemnified by the Corporation to the full extent then permitted by law against expenses (including reasonable counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan), and amounts paid in settlement incurred by him in connection with such action, suit, or proceeding. Such right of indemnification shall inure whether or not the claim asserted is based on matters which antedate the adoption of this Article EIGHTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee, partner, trustee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this

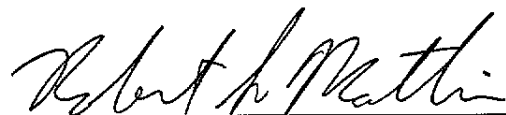
Article EIGHTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

**NINTH:** No director of the Corporation shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision does not eliminate the liability of the director (i) for any breach or failure of the director to perform his duties as director and which breach or failure to perform constitutes (a) a violation of the criminal law unless, the director had reasonable cause to believe his conduct was lawful or had no reason to believe his conduct was unlawful, (b) any transaction from which the director derived an improper personal benefit directly or indirectly, (c) a circumstance under which the liability provisions of Section 607.0834 of the Act relating to unlawful distributions are applicable, (d) as determined in a proceeding, conscious disregard of the Corporation, or wilful misconduct, or (e) as determined in a proceeding, recklessness or an act or commission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of the prior sentence, the term "damages" shall, to the extent permitted by law, include without limitation, any judgment, fine, amount paid in settlement, penalty, punitive damages, excise or other tax assessed with respect to an employee benefit plan, or expense of any nature (including, without limitation, reasonable counsel fees and disbursements). Each person who serves as a director of the corporation while this Article NINTH is in effect shall be deemed to be doing so in reliance on the provisions of this Article NINTH, and neither the amendment or repeal of this Article NINTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article NINTH, shall apply to or have any effect on the liability or alleged liability of any director or the Corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article NINTH are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the Corporation, as such, whether such limitations or eliminations arise under or are created by any law, rule, regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

**TENTH:** The initial director of the Corporation shall be Robert S. Cohen.

**ELEVENTH:** The President of the Corporation shall be Robert S. Cohen.

*IN WITNESS WHEREOF*, I have made, signed, and sealed these Articles of Incorporation this 15<sup>th</sup> day of April, 1998.



Robert S. Matlin, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) OF THE ACT. CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505 OF THE ACT.

Dated: April 15<sup>th</sup>, 1998

CT CORPORATION SYSTEM

By

Patrick A. Nolan

Patrick A. Nolan  
(Name of Officer)  
**Assistant Secretary**

(Title of Officer)

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