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P990000 14715

February 11, 1999

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

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-02/15/99--01034--001
*****70.00 *****70.00

EFFECTIVE DATE
2-11-99

Greetings:

Please file Articles of Incorporation for BIOPHARMACON INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

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99 FEB 15 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROCHESSE FEB 16 1999

**ARTICLES OF INCORPORATION
OF
BIOPHARMACON INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE
2-11-99

ARTICLE I NAME

The name of this corporation is BIOPHARMACON INC.

ARTICLE II ADDRESS

The corporation's address is 5414 61st Street East, Bradenton, Florida 34203.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence February 11, 1998; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

5.1. Authorized Shares. The corporation is authorized to issue 5,000,000 shares of common stock, each having a par value of \$00.001, and 5,000,000 shares of preferred stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5.2. Preferences, Privileges, Restrictions and Rights.

5.2.1. Common Shares. Each common share confers the same rights and privileges as conferred by every other common share. Common shareholders do not have preemptive rights.

5.2.2. Preferred Shares. The corporation may issue preferred shares in one or more series. The Board of Directors is authorized to determine, in the manner provided by law, the preferences, limitations, and relative rights of each series. Each series must be given a distinguishing designation. All shares within a series must have preferences, limitations, and relative rights identical with those of all other shares of the same series and, except to the extent otherwise provided in the description of the series, those of other preferred shares. The preferences, limitations and relative rights the Board of Directors may consider include, among others, (i) the rates, times of accrual and payment of dividends; (ii) the amount or amounts payable upon, and the manner of, redemption; (iii) the amount or amounts payable upon liquidation, dissolution or winding-up of the Corporation; (iv) par values; (v) stated values; (vi) sinking fund provisions; (vii) the terms and rates of conversion or exchange; and (viii) voting rights. Except as provided in these Articles of Incorporation, preferred shareholders will not be entitled to participate in the earnings or assets of the corporation. The Board of Directors may from time to time increase the number of shares of any series by providing that any unissued preferred shares will constitute part of a particular series, or may decrease (but not below the number of outstanding shares) the number of shares of any series by providing that any unissued shares previously assigned to a particular series will no longer constitute part of that series. To effectuate an increase or decrease in the number of shares of a series, the Board of Directors may fix or alter the terms of any unissued preferred shares. Preferred shares purchased or otherwise acquired by the corporation in any manner whatsoever will be immediately retired and canceled after the acquisition. Upon their cancellation, all such shares will become authorized but unissued preferred shares reissuable as a part of the same series or as part of a new series of preferred shares to be created by resolution or resolutions of the Board of Directors.

ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation 5414 61st Street East, Bradenton, Florida 34203 and the initial registered agent at that same address C. Richard Kinsolving.

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial director of the corporation:

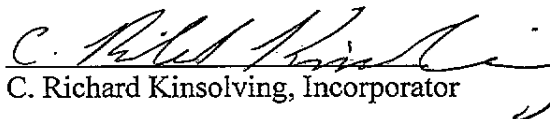
C. Richard Kinsolving

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is C. Richard Kinsolving, 5414 61st Street East, Bradenton, Florida 34203.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 1999.


C. Richard Kinsolving, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is BIOPHARMACON INC.
2. The name and address of the registered agent is:

C. Richard Kinsolving
5414 61st Street East, Bradenton
Florida 34203

C. Richard Kinsolving
C. Richard Kinsolving

Date: February 11, 1999

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