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TO: DIVISION OF CORPORATIONS

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FROM: CORPORATE CREATIONS ENTERPRISES, INC.
CONTACT: FRANK A RODRIGUEZ
PHONE: (561)775-9980

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: BIOPATH INC.

AUDIT NUMBER.....H98000011189

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 4

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Amended & Restated

See 6/22

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective June 16, 1998 by the Corporation's Board of Directors and shareholders pursuant to Section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

The name of this Florida corporation is:
Biopath Inc.

Article II. Address

The mailing address of the Corporation is:
Biopath Inc.
2611 Mercer Avenue
West Palm Beach FL 33401

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Susan Warriner
Thomas Warriner

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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98 PAGE 162
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Article IV. Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Thomas Warriner
2611 Mercer Avenue
West Palm Beach FL 33401

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Biopath Inc.

By: Susan Warriner

Name: Susan Warriner

Title: President

Date: June 17, 1998

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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H98000011189

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Biopath Inc.

REGISTERED AGENT/OFFICE:

**Thomas Warriner
2611 Mercer Avenue
West Palm Beach FL 33401**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


THOMAS WARRINER

Date: June 16, 1998

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