

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

ADVENTRX PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)

Delaware

\_\_\_\_\_  
(State of Incorporation or organization)

84-1318182

\_\_\_\_\_  
(I.R.S. Employer ID Number)

9948 Hibert Street, Suite 100  
San Diego, California

\_\_\_\_\_  
Address of principal executive offices

92131

\_\_\_\_\_  
Zip Code

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each Class to Be Registered

Name of Each Exchange on Which Each Class Is to be Registered

Common Stock, par value \$0.001 per share

American Stock Exchange LLC

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. []

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. []

Securities Act Registration Statement and file number to which this form relates: \_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

**Item 1. Description of Registrant's Securities to be Registered**

The description of the registrant's common stock, par value \$0.001 per share, is incorporated by reference to Item 8 of the registrant's Registration Statement on Form 10-SB (File No. 0-33219), filed October 2, 2001, as amended, and to Item 5 of the registrant's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2003.

**Item 2. Exhibits.**

The exhibits to this registration statement are incorporated by reference to the documents set forth on exhibit index which is attached hereto.

## Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ADVENTRX PHARMACEUTICALS, INC

Date: April 22, 2004

By: /s/ Steven M. Plumb

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Title: Chief Financial Officer

## Exhibit Index

| No.   | Description   |
|-------|---|
| 3.1   | Certificate of Incorporation of Victoria Enterprises, Inc.  |
| 3.2   | Certificate of Amendment of Certificate of Incorporation of Victoria Enterprises, Inc.  |
| 3.3   | Certificate of Amendment of Certificate of Incorporation of BioQuest, Inc.  |
| 3.4   | Certificate of Amendment of Certificate of Incorporation of BioQuest, Inc.  |
| 3.5   | Certificate of Ownership and Merger Merging Biokeys, Inc. with and into Biokeys Pharmaceuticals, Inc.   |
| 3.6*  | Amended and Restated Bylaws of Biokeys Pharmaceuticals, Inc.  |
| 3.7   | Certificate of Amendment to the Certificate of Incorporation of ADVENTRX Pharmaceuticals, Inc.  |
| 4.1*  | Certificate of Designation of BioQuest, Inc.  |
| 4.2** | Certificate of Designation of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock of Biokeys Pharmaceuticals, Inc. effective September 23, 2002 |

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\* Incorporated by reference to the same-numbered exhibit to the Company's Registration Statement on Form 10-SB, filed October 2, 2001, as amended.

\*\* Incorporated by reference to the same-numbered exhibit to the Company's Quarterly Report on Form 10-QSB, filed November 26, 2002 (exhibit included in the body of the Form 10-QSB and not filed as a separate exhibit file).



## CERTIFICATE OF INCORPORATION

OF

VICTORIA ENTERPRISES, INC.

## ARTICLE I - NAME

1. The name of the corporation is Victoria Enterprises, Inc.

## ARTICLE II - REGISTERED AGENT

2. The address of its registered office in the State of Delaware is 201 North Walnut Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Company Corporation.

## ARTICLE III - PURPOSE

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation law of Delaware.

## ARTICLE IV - CAPITALIZATION

4. The total number of shares of stock which the corporation shall have the authority to issue is 31,000,000.

4.1 Of the authorized shares, 30,000,000 shall be shares of common stock (the "Common Stock") with a par value of \$.001 per share.

4.2 Of the authorized shares, 1,000,000 shall be shares of preferred stock (the "Preferred Stock") with a par value of \$.10 per share. The designations of the Preferred Shares and the powers, preferences, qualifications, limitations or restrictions, and relative rights thereof shall be as follows:

a. The board of directors is expressly authorized at any time and from time to time to provide for the issuance of the Preferred Stock in one or more series, with such voting powers and with such designations, preferences and relative, participating, option or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the board of directors and as are not expressed in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing the following:

1

(1) the designation of such series;

(2) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of the corporation, and whether such dividends shall be cumulative or noncumulative;

(3) whether the shares of such series may be redeemed by the corporation, and, if so, the times, prices and other terms and conditions of such redemption;

(4) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(5) whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of the corporation, and, if the provision be made for conversion or exchange, the times, prices, rates, adjustments and other terms and condition of such conversion or exchange.

(6) the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Shares ranking on a parity with or prior to such shares as to dividends or upon dissolution; and

(7) the rights of holders of the shares of such series upon the liquidation or the distribution of assets of the corporation,

which rights may be different in the case of a voluntary liquidation than in the case of an involuntary liquidation.

b. Except as otherwise required by law and except for such voting powers with respect to the election of directors or other matters as may be stated in the resolutions of the board of directors creating any series of Preferred Shares, the holders of any such series shall have no voting power whatsoever.

c. 200,000 shares of Preferred Stock are hereby designated Series A Preferred Stock ("A Preferred Stock") with the following rights, preferences and limitations:

(i) the A Preferred Stock shall be non-voting, (ii) the holders of the A Preferred Stock, as a group, shall have the right to receive, pro rata, a mandatory dividend of 10% of the Company's adjusted gross profit as reflected on its annual corporate income tax return and to be paid within ten days of the filing thereof, and (iii) upon dissolution or winding up of the Company, 10% of the assets of the Company shall be distributed on a pro rata basis to the holders of the A Preferred Stock prior to division and distribution of assets to the holders of the Company's Common Stock.

4.3 Each share of common stock shall be entitled to one vote, either in person or by proxy, at all stockholder meetings.

4.4 Cumulative voting shall not be allowed in the election of directors.

4.5 All outstanding shares of common stock shall share equally in dividends and upon liquidation subject to the rights of any Preferred Shares. Dividends are payable at the discretion of the board of directors at such times and in such amounts as it deems advisable, subject to the rights of any Preferred Shares and the provisions of the Delaware General Corporation Law.

ARTICLE V - INCORPORATOR

5. The name and mailing address of the incorporator is as follows:

| NAME            | MAILING ADDRESS   |
|-----------------|---|
| Kimberly Andras | The Company Corporation,<br>201 N. Walnut St.<br>Wilmington, DE 19801 |

6. The corporation is to have perpetual existence.

ARTICLE VI - LIMITATION OF LIABILITY

7. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation law, or (iv) for any transaction from which the director derived any improper personal benefit.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated as true, and accordingly have hereunto set my hand this 1st day of December, 1995.

/s/ Kimberly Andras



CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
VICTORIA ENTERPRISES, INC.

The undersigned corporation, in order to amend its Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the corporation is: VICTORIA ENTERPRISES, INC.

SECOND: The corporation hereby amends its Certificate of Incorporation as follows:

Paragraph FIRST of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is: BIOQUEST, INC."

THIRD: The amendment effected herein was authorized by the consent in writing, setting forth the action so taken, signed by the holders of at least a majority of the outstanding shares entitled to vote thereon, and due notice so taken has been given to those shareholders who have not consented in writing pursuant to Sections 222 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 31st day of November, 1996.

/s/ Robert Knight  
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Robert Knight, President

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BIOQUEST, INC.

BIOQUEST, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of the State of Delaware on the 1st day of December, 1995, pursuant to the General Corporation Law of the State of Delaware under the name of Victoria Enterprises, Inc. A Certificate of Amendment of the Certificate of Incorporation effecting change in the name of the Corporation to its present name was filed in the Office of the Secretary of State of the State of Delaware on the 14th day of November, 1996.

SECOND: That at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and providing for consideration thereof at the next scheduled meeting of the stockholders of the Corporation. The resolutions to setting forth the proposed amendment are as follows:

RESOLVED, that the Certificate of Incorporation be amended to effectuate a combination and reverse split of all the issued and outstanding shares of common stock of the Corporation in a ratio of one - for - 1.989949857; and it is further

RESOLVED, that current Article IV of the Certificate of Incorporation be deleted in its entirety and the following be substituted in lieu thereof; Title per certificate

"ARTICLE IV- CAPITALIZATION

4. The Corporation is authorized to issue \$1,000,000 Shares in two classes, to be designated, respectively, Preferred Stock, par value \$0.01 per share ("Preferred"), and Common Stock, par value \$0.001 per share ("Common").

4.1 The total number of shares of Common that the Corporation shall have authority to issue is 50,000,000. The total number of shares of Preferred that the Corporation shall have authority to issue is 1,000,000. The Preferred may be issued from time to time in one or more series.

4.2 The Board of Directors is hereby authorized, subject to limitations prescribed by law and the provisions of this Article IV, by resolution to provide for the issuance of Preferred shares in one or more series, and to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, privileges, preferences and relative participating, optional or other rights, if any, of the shares of each such series and the qualifications, limitations or restrictions thereof.

4.3 The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

A. The number of shares constituting that series (including an increase or decrease in the number of shares of any such series (but not below the number of shares in any series then outstanding) and the distinctive designation of that series;

B. The dividend rate on the shares in that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

C. Whether that series shall have voting rights (including multiple or fractional votes per share) in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

D. Whether that series shall have conversion privileges, and, if so, the terms and conditions of such privileges, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

E. Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;

F. Whether that series shall have a sinking fund or sinking funds for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund or funds;

G. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

H. Any other relative rights, preferences and limitations of that series.

4.4 No holder of sham of the Corporation of any class, now or hereafter authorized, shall have any preferential or preemptive rights to subscribe for, purchase or receive any shares of the Corporation of any class, now or hereafter authorized, or any options or warrants for such shares, or any rights to subscribe for, purchase or receive any securities convertible to or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the Corporation, except in the case of any shares of Preferred to which such rights are specifically granted by any resolution or resolutions of the Board of Directors adopted pursuant to this Article IV."

and it is further

RESOLVED, that at 5:00 pm, EST, on the date of the filing of this Certificate of Amendment to the Certificate of Incorporation, all outstanding shares of Common Stock held by each holder of record on such date shall be automatically combined at the rate of one- for-1.989949857 without any further action on the part of the holders thereof or the Corporation. No fractional shares will be issued. All fractional shares for one-half share or more shall be increased to the next higher whole number of shares and all fractional shares of less than one-half share shall be decreased to the next lower whole number of shares, respectively; and it is further

THIRD: That, pursuant to resolutions of the Corporation's Board of Directors, the 2000 annual meeting of the stockholders of the Corporation was duly called and held on the 23rd day of June, 2000 upon -notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the-necessary numbers of shares as required by statute were voted in favor of the amendment.

FOURTH: That the aforesaid amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this Certificate to be signed by its officers thereunto duly authorized as of the 25th day of June, 2000.

Dated: As of June 25, 2000.

BIOQUEST, INC.

By: /s/ Warren C. Lau  
-----  
Warren C. Lau,  
President

ATTEST:

/s/ Robert D, Whitworh  
-----  
Robert D. Whitworth  
Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BIOQUEST, INC.

UNDER SECTION 242 OF THE  
DELAWARE GENERAL CORPORATION LAW

Pursuant to the provisions of Section 242 of the General Corporation Law, the undersigned, being the President of the corporation, hereby certifies that:

FIRST: The name of the corporation is Bioquest, Inc.

SECOND: The amendment to the Certificate of Incorporation effected by this Certificate is as follows:

(a) Paragraph FIRST of the Certificate of Incorporation, relating to the name of the corporation, is hereby amended to read as follows:

"FIRST: The name of the corporation is:  
Biokeys Pharmaceuticals, Inc."

THIRD: The aforesaid amendment of the Certificate of Incorporation was duly adopted and approved in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 12th day of October, 2000.

BIOQUEST, INC.

BY: /s/ WARREN C. LAU

-----  
Warren C. Lau,  
President

CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING

BIOKEYS, INC.

WITH AND INTO

BIOKEYS PHARMACEUTICALS, INC.

(Pursuant to Section 253 of the Delaware General Corporation Law)

The undersigned, Nicholas J. Virca, Chief Executive Officer, President and Secretary of Biokeys Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), hereby certifies:

1. That the Corporation is incorporated pursuant to the Delaware General Corporation Law;

2. That the Corporation owns all of the outstanding shares of each class of the capital stock of Biokeys, Inc., a Delaware corporation;

3. That the Corporation, by the following resolutions of its Board of Directors, duly adopted on May 19, 2003, determined to merge into itself Biokeys, Inc. and change the name of the Corporation on the conditions set forth in such resolutions:

RESOLVED: That pursuant to Section 253 of the Delaware General Corporation Law, Biokeys Pharmaceuticals, Inc. shall merge into itself its subsidiary, Biokeys, Inc., and assume all of Biokeys, Inc.'s liabilities and obligations;

RESOLVED FURTHER: That the Certificate of Incorporation of the Corporation be amended by striking Article I in its entirety and replacing therefor: "1. The name of the corporation is ADVENTRX Pharmaceuticals, Inc."; and

RESOLVED FURTHER: That the Chief Executive Officer, President and Secretary of Biokeys Pharmaceuticals, Inc. be, and hereby is, authorized and directed to make, execute and acknowledge a Certificate of Ownership and Merger setting forth a copy of the resolution to merge Biokeys, Inc. with and into Biokeys Pharmaceuticals, Inc. and to assume Biokeys, Inc.'s liabilities and obligations and to file the Certificate of Ownership and Merger in the office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Biokeys Pharmaceuticals, Inc. has caused this certificate to be signed by Nicholas J. Virca, its authorized officer, this 29th day of May, 2003.

/s/ Nicholas J. Virca

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Nicholas J. Virca  
Chief Executive Officer, President and Secretary

CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
ADVENTRX PHARMACEUTICALS, INC.

The undersigned, Nicholas J. Virca, hereby certifies that:

1. He is the duly elected and acting Chief Executive Officer and President of ADVENTRX Pharmaceuticals, Inc., a Delaware corporation (the "Corporation").

2. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on December 1, 1995.

3. The amendment to the Certificate of Incorporation of the Corporation set forth below was duly adopted by the Corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 141, 228 and 242 of the Delaware General Corporation Law.

4. Article IV, Sections 4 and 4.1 of the Certificate of Incorporation of the Corporation shall be amended to read in their entirety as follows:

"4. The Corporation is authorized to issue up to 101,000,000 shares of stock in two classes to be designated, respectively, Preferred Stock, par value \$0.01 per share ("Preferred"), and Common Stock, par value \$0.001 per share ("Common").

4.1 The total number of shares of Common that the Corporation shall have authority to issue is 100,000,000. The total number of shares of Preferred that the Corporation shall have authority to issue is 1,000,000. Shares of Preferred maybe issued from time to time in one or more series."

Executed at San Diego, California, on January 5, 2004.

/s/ Nicholas J. Virca

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Nicholas J. Virca, Chief Executive Officer and President