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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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## Section 5 - Corporate Governance and management

### Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 3, 2004, the Registrant filed a Definitive Schedule 14(c) Information Statement to describe the approval by the Board of Directors of the Registrant and the stockholders of the Registrant to amend and restate the Registrant's Articles of Incorporation, amend and restate the Registrant's bylaws and adopt the Registrant's 2004 Stock Option Plan.

On December 23, 2004, the Registrant filed the Amended and Restated Articles of Incorporation with the Secretary of State of the State of Colorado. The Amended and Restated Articles of Incorporation (i) change the name of the Registrant to Advaxis, Inc., (ii) change the par value of the common stock of the Registrant from no par value to par value \$.001 per share, and (iii) add 5,000,000 shares of blank check preferred to the authorized capital of the Registrant, the rights, privileges and powers of which may be designated by the Board of Directors of the Registrant from time to time. A copy of the Amended and Restated Articles of Incorporation are attached as exhibit 3.1 to this Report on Form 8K.

The bylaws of the Registrant have been amended and restated in their entirety. A copy of the Amended and Restated Bylaws are attached as exhibit 3.2 to this Report on Form 8K.

Additionally a copy of the Registrant's 2004 Stock Option Plan are attached as exhibit 10.1 to this Report on Form 8K.

## Section 9 - Financial Statements and Exhibits

### C. Exhibits

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| 3.1  | Amended and Restated Articles of Incorporation |
| 3.2  | Amended and Restated Bylaws                    |
| 10.1 | 2004 Stock Option Plan                         |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADVAXIS, INC.

By: /s/ Roni Appel

December 27, 2004

Name: Roni Appel

Title: Chief Financial Officer

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