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To: Division of Corporations  
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.  
BIO-CYCLE CORPORATION

Certificate of Status	0
Certified Copy	1
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Articles of Incorporation  
of  
**BIO-CYCLE CORPORATION**

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**ARTICLE 1: NAME**

The name of this Corporation is: **BIO-CYCLE CORPORATION**

**ARTICLE 2: PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE 3: CAPITAL STOCK**

This Corporation is authorized to issue 100,000 shares of \$ .01 par value common stock.

**ARTICLE 4: INITIAL PRINCIPAL  
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 6528 Edgeworth Drive, Orlando, Florida, 32819.

**ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 3321 Henderson Boulevard, Tampa, FL 33609, and the name of the initial registered agent of this Corporation at that address is Andrew L. Adler, Esquire, c/o Gibbons, Cohn, Neuman, Bello, Segal & Allen, P.A.

**ARTICLE 6: INITIAL BOARD OF DIRECTORS**

This Corporation initially shall have one (1) director. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation is:

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<u>NAMES</u>	<u>ADDRESSES</u>
William Barber	6528 Edgeworth Dr. Orlando, Florida 32819

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Andrew L. Adler	Gibbons, Cohn, Neuman, Bello, Segall & Allen, P.A. 3321 Henderson Boulevard Tampa, FL 33609

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

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ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

28<sup>th</sup> IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day of September, 2000.



Andrew L. Adler  
Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 28<sup>th</sup> day of September, 2000.



Andrew L. Adler  
Registered Agent

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