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Aug 22, 1997 01:55 PM From: Garry Nelson (305) 285-1982 To: FL DIV OF COR P.01

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: GARRY NELSON
073160001106

ACCT#:

CONTACT: GARRY NELSON
PHONE: (305) 374-2002
(305)285-1982

FAX #:

NAME: CELLOPRESS, INC.

AUDIT NUMBER.....H97000013915

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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FAX audit number H97000013915

ARTICLES OF INCORPORATION
OF
CELLOPRESS, INC.

ARTICLE I
NAME AND ADDRESS

The name of the Corporation is CELLOPRESS, INC. The mailing address of the Corporation is 210 - 174th Street, Unit 1703, North Miami Beach FL 33160.

ARTICLE II
TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III
PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be 1,000 shares of common stock, having an individual par value of \$0.01.

ARTICLE V
PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

This document prepared by: Garry Nelson
801 Brickell Ave., 9th Floor - Tel.(305) 374-2002
Miami FL 33131 - FL Bar No. 717266

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**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 801 Brickell Avenue, 9th Floor, Miami FL 33131. The initial Registered Agent at that address is Garry Nelson, Attorney at Law.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than two persons, the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement in effect.

The names and addresses of the members of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES:

Suely Garcia

Rodrigo Garcia

Alexandre Garcia

Jose Carlos Garcia

ADDRESSES:

Estrada do Rio Grande 3559, Taquara,
Jacarepagua, RJ Brazil

Estrada do Rio Grande 3559, Taquara,
Jacarepagua, RJ Brazil

Estrada do Rio Grande 3559, Taquara,
Jacarepagua, RJ Brazil

Estrada do Rio Grande 3559, Taquara,
Jacarepagua, RJ Brazil

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Garry Nelson, Attorney at Law, 801 Brickell Avenue, 9th Floor, Miami FL 33131.

**ARTICLE IX
INDEMNIFICATION**

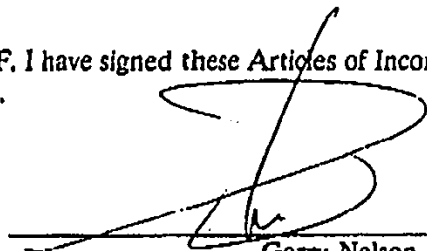
Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may

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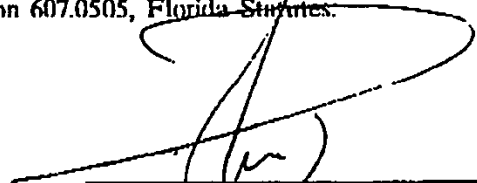
become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

22nd day of August, 1997. IN WITNESS WHEREOF, I have signed these Articles of Incorporation this


Garry Nelson, Incorporator

Pursuant to Section 607.0501, Florida Statutes, having been named to accept service of process for CELLOPRESS, INC., at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.


Garry Nelson, Registered Agent

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