

FOUO00003755

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[Signature]

FILED  
2009 JUL 30 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CELLUTION WELLNESS CENTER, INC.  
Name of Corporation

**DOCUMENT NUMBER:** F00000003755

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SIDNEY ABUSCH  
Name of Contact Person

CELLUTION WELLNESS CENTER, INC.  
Firm/Company

1355 WEST PALMETTO PARK ROAD, #104  
Address

BOCA RATON, FL 33486  
City/State and Zip Code

TSAINSURANCE@WORLDNET.ATT.NET  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SIDNEY ABUSCH at ( 561 ) 654-5862  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|--|---|--|---|

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F00000003755

(Document number of corporation (if known))

1. CELLUTION, INC  
(Name of corporation as it appears on the records of the Department of State)

2. DELAWARE  
(Incorporated under laws of)

3. 05/23/2000  
(Date authorized to do business in Florida)

**FILED**  
2009 JUL 30 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? JUNE 9, 2009

5. CELLUTION WELLNESS CENTER, INC.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)


6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

SIDNEY ABUSCH  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)

# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CELLUTION WELLNESS CENTER INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

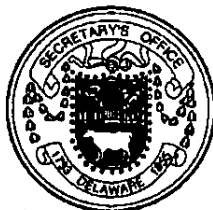
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CELLUTION WELLNESS CENTER INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1997.

2801210 8300

090726368

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7438408

DATE: 07-24-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:54 PM 06/10/2009  
FILED 04:05 PM 06/10/2009  
SRV 090606768 - 2801210 FILE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CELLUTION INC.

CELLUTION INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of CELLUTION INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

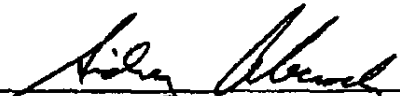
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended said Article shall be and read as follows:

FIRST: The name of the corporation is Cellution Wellness Center Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

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

IN WITNESS WHEREOF, said CELLUTION INC. has caused this certificate to be signed by its Authorized Officer this 9<sup>th</sup> day of JUNE, 2009.

BY:  -Signature  
Name: SIDNEY ABUSCH -please print  
Title: CEO -please print

RESTATED CERTIFICATE OF INCORPORATION  
of  
CELLUTION TM. USA, INC.

CELLUTION TM. USA, INC., a corporation organized under the laws of the State of Delaware. USA originally filed on September 26, 1997 under the same name hereby restates and amends its Certificate of Incorporation duly adopted by the Board of Directors pursuant to sections 245 and 242 of the Delaware General Corporation law. The original Certificate of Incorporation is amended and restated as follows:

FIRST: The name of the corporation is CELLUTION INC.

SECOND: Its registered office in the State of Delaware is located at 25 Greystone Manor, Lewes, DE 19958-9776, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of authorized shares which the corporation is authorized to issue is 1,000 shares having a par value of \$ 0.00 per share.

FIFTH: The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is authorized to adopt, amend or repeal the bylaws.

SEVENTH: The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are subject to this reservation.

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, being the Authorized Officer of CELLUTION TM. USA, INC. for the purpose of restating the certificate of incorporation of the corporation, do hereby make, file and record this Restated Certificate of Incorporation, and certify that the facts herein stated are true, this 10<sup>th</sup> day of March, 1998.

  
Authorized Officer

Please print name:

SIDNEY ABUSCH

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/10/1998  
981092033 - 2801210

**CERTIFICATE OF INCORPORATION  
OF  
CELLUTION TM. USA, INC.**

**FIRST:** The name of the corporation is: **CELLUTION TM. USA, INC.**

**SECOND:** Its registered office in the State of Delaware is located at 25 Greystone Manor, Lewes, DE 19958-9776, County of Sussex. The registered agent in charge thereof is *Harvard Business Services, Inc.*

**THIRD:** The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which the corporation is authorized to issue is 1,000 shares having a par value of \$ 0.00 per share.

**FIFTH:** The business and affairs of the corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation.

**SIXTH:** The names and addresses of the persons who are to be directors of the corporation until the first meeting of stockholders or until their successors are elected:

SHELDON HOWARD GONCHAR  
26 MONIEBEGUE LANE  
WESTHAMPTON BEACH, NY 11978

**SEVENTH:** In furtherance and not in limitation of the powers conferred by the laws of Delaware, the board of directors is authorized to amend or repeal the bylaws.

**EIGHTH:** The corporation reserves the right to amend or repeal any provision in this Certificate of Incorporation in the manner prescribed by the laws of Delaware.

**NINTH:** The incorporator is Harvard Business Services, Inc., whose mailing address is 25 Greystone Manor, Lewes, DE 19958-9776. The powers of the incorporator are to terminate upon the filing of this certificate of incorporation.

**TENTH:** To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, Richard H. Bell, for the purpose of forming a corporation under the laws of the State of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this 26th day of September, 1997.

Signed and Attested to by:



Richard H. Bell, President & Secretary  
HARVARD BUSINESS SERVICES, INC.