

F00000005398

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cell Technology, Inc.

(Name of corporation - must include suffix)

MJH

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Catherine A. Barnes, Attorney at Law

(Name of Person)

James, McElroy & Diehl, P.A.

(Firm/Company)

600 South College Street

(Address)

Charlotte, North Carolina 28202

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

100003403991--6

-09/26/00--01034--004

*****87.50 *****87.50

Stevie Rivers, Paralegal

(Name of Person)

at (704) 372-9870

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 25 PM 3:32

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Cell Technology, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. North Carolina 3. 65-0477119
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 15, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. September 8, 2000
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1001 Coddington Place
Charlotte, NC 28211
(Current mailing address)

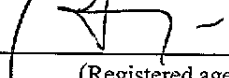
8. Assisted Reproduction
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Diran Chamoun
Office Address: 95 Bulldog Boulevard, Suite 204
Melbourne, Florida, 32901
(Zip code)

FILED
00 SEP 25 PM 3:32
SECRETARY OF STATE
DIVISION OF CORPORATIONS

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Klaus E. Wiemer

Address: 1001 Coddington Place
Charlotte, North Carolina 28211

Vice Chairman: _____

Address: _____

Director: Jacques Cohen

Address: 101 Old Short Hills Road, Suite 501
West Orange, New Jersey 07052

Director: William E. McLaughry

Address: 345 East 37th Street, Suite 305
New York, New York 10016

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Klaus E. Wiemer

Address: 1001 Coddington Place
Charlotte, North Carolina 28211

Vice President: _____

Address: _____

Secretary: Jacques Cohen

Address: 101 Old Short Hills Road, Suite 501
West Orange, New Jersey 07052

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Klaus E. Wiemer

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Klaus E. Wiemer, Chairman

(Typed or printed name and capacity of person signing application)

STATE OF NORTH CAROLINA



Department of The
Secretary of State

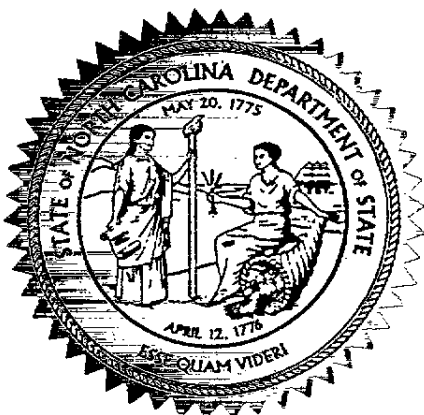
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

CELL TECHNOLOGY, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 15th day of May, 1996, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 15th day of August, 2000.

Elaine F. Marshall

5346015 - 1

Secretary of State