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(City/State/Zip/Phone #)

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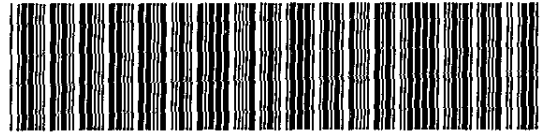
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-32669
J. BRYAN NOV 5 2003

J. BRYAN NOV 18 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cell Ventures, Inc.
(Name of corporation - must include suffix)

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:

Timothy A. LAZARUS
(Name of Person)
Cell Ventures, Inc.
(Firm/Company)
3763 Abbott Road
(Address)
Orchard Park NY 14127
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Timothy A. LAZARUS at (716) 312-0700
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 5, 2003

TIMOTHY A. LAZARUS
CELLVENTURES, INC.
3763 ABBOTT ROAD
ORCHARD PARK, NY 14127

SUBJECT: CELLVENTURES, INC.
Ref. Number: W03000032669

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TALLAHASSEE, FLORIDA

We have received your document for CELLVENTURES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 503A00060358



November 11, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Attention: Mr. Joey Bryan

RE: Document # 503A00060358

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TALLAHASSEE, FLORIDA

Dear Mr. Bryan:

Please find enclosed our application by a foreign corporation to transact business in Florida, as CellVentures, Inc., which was rejected because the name "CellVentures" is unavailable. CellVentures of Florida, LLC is registered as a Florida LLC. These 2 companies share common ownership, the Principal owner being Jeffrey M. Ippoliti, Social Security # _____, Mr. Ippoliti currently resides at 823 Spring Park Loop, Celebration Fl, 34747, however he maintains an office at 1058 Banks Rose St., Celebration, Fl 34747.

I have included the Articles of Organization for CellVentures of Florida, LLC and the Certificate of Incorporation and Filing Receipt for CellVentures, Inc, which is a New York Subchapter S Corp. Please review and accept our application in light of this additional information and documentation. Thank You.

Sincerely,

A handwritten signature in black ink, appearing to read "Timothy A. Lazarus". The signature is fluid and cursive, with a large initial "T" and "L".

Timothy A. Lazarus
Chief Financial Officer

**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 Ventures, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. New York

(State or country under the law of which it is incorporated)

3. 16-1543882

(FEI number, if applicable)

4. 1/29/1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3763 Abbott Road, Orchard Park, NY 14127

(Principal office address)

3763 Abbott Road Orchard Park NY 14127

(Current mailing address)

8. Retail Sale of Wireless Telephones and Accessories

(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: Jeffrey M. Zapoliti

Office Address: 1058 Banks Rose St

Celebration FL

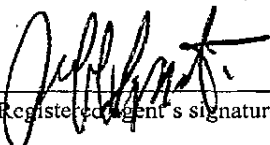
(City)

Florida 34747

(Zip code)

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 business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Jeffrey M. Ippoliti
Address: 823 Spring Park Loop
Celebration FL 34747
Vice Chairman: David M. Savine
Address: 119 Eastman Estates
Rochester NY 14622
Director: Stephen Taormina
Address: 2066 Silverwood Dr
Newton PA 18940
Director: _____
Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Jeffrey M. Ippoliti
Address: 823 Spring Park Loop
Celebration FL 34747
Vice President: David M. Savine
Address: 119 Eastman Estates
Rochester NY 14622
Secretary: _____
Address: _____
Treasurer: Timothy A. LAZARUS
Address: 110 Pine Run Ct., Glenwood NY 14069

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

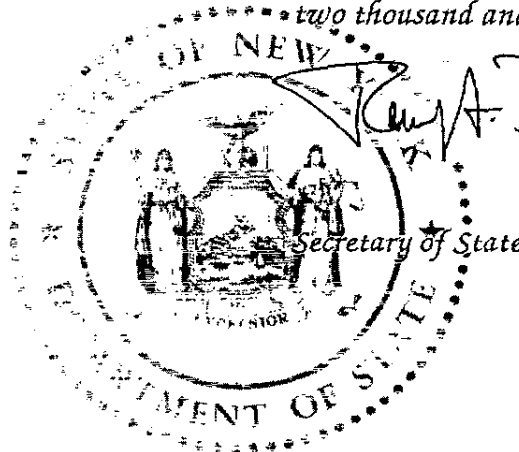
14. _____

Timothy A. LAZARUS, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

**State of New York } ss:
Department of State**

I hereby certify, that the Certificate of Incorporation of CELLVENTURES, INC. was filed on 01/29/1998, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 16th day of October
two thousand and three.*



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