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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

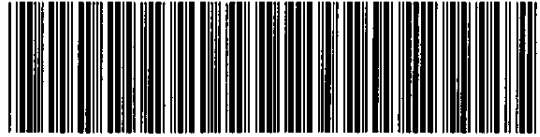
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** VETCELL BIOSCIENCE, 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:

Dr. Jeffrey Schaffer  
(Name of Person)

VETCELL BIOSCIENCE INC  
(Firm/Company)

101 NE Third Avenue Suite 1500  
(Address)

FORT LAUDERDALE FLORIDA 33301  
(City/State and Zip code)

For further information concerning this matter, please call:

Dr. Jeffrey Schaffer at ( 510 ) 719-5333  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing 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

**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. VETCELL BIOSCIENCE, 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. DELAWARE 3. EIN NO 33-1150263  
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 27 OCTOBER 2006 5. PERPETUAL  
 (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
 (Date first transacted business in Florida, if prior to registration)  
 (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 101 NE Third Avenue Suite 1500 FT. LAUDERDALE, FLA 33301  
 (Principal office address)

101 NE Third Avenue Suite 1500 FT. LAUDERDALE, FLA 33301  
 (Current mailing address)

8. Any lawful Activity for which Corporations maybe organized under  
 (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) *General Corporation LAW*

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Dr. Jeffrey Schaffer

Office Address: 101 NE Third Ave Suite 1500

FT LAUDERDALE, Florida 33301  
 (City) (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.*

*Jeffrey Schaffer*  
 (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.

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 PALM BEACH  
 FLORIDA  
 APPROVED  
 AND  
 FILED

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: GREG M. GARRELL

Address: MULBERRY HOUSE, 31 MARKET STREET  
FORDHAM, CAMBS, CB75 4Q ENGLAND

Vice Chairman: DAVID MOUNTFORD

Address: MULBERRY HOUSE, 31 MARKET STREET  
FORDHAM, CAMBS CB75 4Q ENGLAND

Director: JON DOOLEY

Address: MULBERRY HOUSE, 31 MARKET STREET  
FORDHAM CAMBS CB75 4Q ENGLAND

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: GREG M. GARRELL

Address: MULBERRY HOUSE, 31 MARKET STREET  
FORDHAM, CAMBS CB75 4Q ENGLAND

Vice President: DR. JEFFREY SCHAFER

Address: 101 NE THIRD AVE SUITE 1500  
FORT LAUDERDALE, FLORIDA 33301

Secretary: JON DOOLEY

Address: MULBERRY HOUSE, 31 MARKET ST FORDHAM CAMBS  
CB75 4Q ENGLAND

Treasurer: JON DOOLEY

Address: MULBERRY HOUSE, 31 MARKET ST FORDHAM, CAMBS CB75 4Q ENGLAND

**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. JEFFREY SCHAFER - VP officer

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VETCELL BIOSCIENCE, 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-NINTH DAY OF JANUARY, A.D. 2008.

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

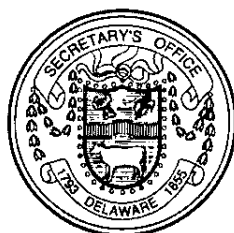
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VETCELL BIOSCIENCE, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2006.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 6345514

DATE: 01-29-08