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(Requestor's Name)

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(City/State/Zip/Phone #)

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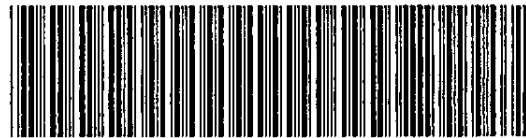
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JAN 24 AM 10:06

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T. CLINE

JAN 25 2011

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** STEM CELL RESEARCH COMPANY, LLC

(Name of Limited Liability Company)

The enclosed member, managing member or manager resignation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

RICHARD M PROODIAN

(Contact Person)

STEM CELL RESEARCH COMPANY, LLC

(Firm/Company)

200 GLADES ROAD, STE 2

(Address)

BOCA RATON, FL 33432

(City/State and Zip Code)

For further information concerning this matter, please call:

RICHARD M PROODIAN

(Name of Contact Person)

at ( 561 ) 362-4142

(Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:



\$25 Filing Fee



\$55 Filing Fee &

Certified Copy

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
2011 JAN 24 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER  
FROM FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: STEM CELL RESEARCH COMPANY, LLC

2. This limited liability company was organized under the laws of:  
THE STATE OF FLORIDA

3. The Florida document/registration number of this limited liability company is:  
L08000051015

4. I, ALISE MITCHELL, hereby resign as a MANAGER  
*(Print Name of Person Resigning)* *(Print Title)*  
of this limited liability company and affirm the limited liability company has been notified of my resignation in writing.

Signature of Resigning Member, Managing Member or Manager

Filing Fee: \$25.00 (Required)  
Certified Copy: \$30.00 (Optional)

FILED  
2011 JAN 24 AM 11:02  
SECRETARY OF  
TALLAHASSEE

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS**  
IN LIEU OF SPECIAL MEETING OF THE  
BOARD OF DIRECTORS OF  
STEM CELL RESEARCH COMPANY, LLC

The undersigned, being the President of Stem Cell Research Company, LLC, a Florida corporation (the "Company"), hereby take the following corporate actions and adopt the following resolutions, which corporate actions and resolutions shall have the same force and effect as a unanimous vote of the directors of the Company present at a formal special meeting of the directors of said Company.

RESOLVED, that on February 25, 2010, that the Board of Directors approved a name change from Neostem of the Palm Beaches to Stem Cell Research Company, LLC.

FURTHER RESOLVED, that on May 3, 2010, Alise Mitchell submitted and has been accepted by the Board of Directors her resignation, effective immediately from her position as Managing Director and Officer of Stem Cell Research Company, LLC and to be replaced by Gloria J. McConnell.

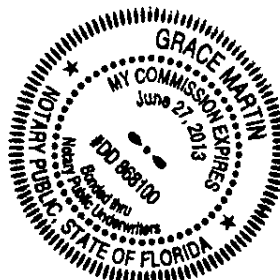
FURTHER RESOLVED, that any and all acts or actions heretofore taken by the Authorized Officer of the Company, on behalf of the Company, in Connection with the transactions contemplated by these resolutions, be, and the some hereby are ratified and confirmed acts and deeds of the Company; and


FURTHER RESOLVED, that the Secretary of the Company is hereby authorized, empowered and directed to furnish copies, certified true and correct by the Secretary, to any person requesting evidence of these resolutions: and

FURTHER RESOLVED, that the officers referred to in the forgoing resolutions are as follows:

  
\_\_\_\_\_  
Alise Mitchell – Managing Director

Date: 5/3/10



  
5/3/10

2011 JAN 24 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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