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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.  
ALLACELL OF MIAMI, CORP.**

FILED  
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02 MAY - 7 PM 3:54

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 7, 2002

FAS-T

SUBJECT: ALLACELL  
REF: W02000012979

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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Neysa Culligan  
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FAX Aud. #: H02000133873  
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**ARTICLES OF INCORPORATION**  
**OF**  
**ALLACELL OF MIAMI, CORP.**

SECRETARIES  
DIVISION OF CORPORATIONS  
02 MAY -7 PM 3:55

ARTICLE I

The name of the Corporation is: ALLACELL OF MIAMI, CORP.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE IV

The Corporation's principal office is located at: 4342 Mahogany Ridge Drive  
Weston, Florida 33331

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is 1000 of the par value of ONE DOLLAR (\$1.00) each.

Prepared by:

MANUEL M. RODRIGUEZ-FIOL, ESQ.  
782 N. W. 42<sup>nd</sup> Avenue, Suite 530  
Miami, FL 33126  
(305) 448-0012

ARTICLE VI

The corporation will not commence business until it has received for the issuance of shares consideration of the value of: \$100.00 consisting of money, labor done or property actually received.

ARTICLE VII

The street address of its initial registered offices is: 4342 Mahogany Ridge Drive, Weston, Florida, 33331, and the name of its initial registered agent at such address is ALICIA GRILLET.

ARTICLE VIII

The number of directors constituting the initial board of directors is 2 and the name(s) and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

	<u>Name/Position</u>	<u>Address</u>
ALICIA GRILLET	Director	4342 Mahogany Ridge Drive Weston, FL 33331
MIGUEL ALVAREZ	Director	4342 Mahogany Ridge Drive Weston, FL 33331

ARTICLE IX

The name and address of each incorporator is:

ALICIA GRILLET	4342 Mahogany Ridge Drive Weston, FL 33331
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*[THIS SPACE LEFT BLANK INTENTIONALLY]*

ARTICLE X

The name and address of the person(s) signing these articles is (are):

ALICIA GRILLET

4342 Mahogany Ridge Drive  
Weston, FL 33331

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of April, 2002.

  
ALICIA GRILLET

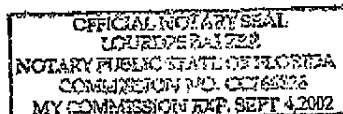
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ALICIA GRILLET, [ ] known to me personally or [ ] who produced a valid identification, and who executed the foregoing Articles of Incorporation in my presence.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30th day of April, 2002.

  
NOTARY PUBLIC



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ALLACELL OF MIAMI, CORP.
2. The name and address of the registered agent and office is:

ALICIA GRILLET

4342 Mahogany Ridge Drive  
Weston, FL 33331

Signature: *Alicia Grillet*

ALICIA GRILLET

Title: Registered Agent

Date: 30<sup>th</sup> day of April, 2002

02 MAY - 7 PM 3:55  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: *Alicia Grillet*

ALICIA GRILLET

Date: 30<sup>th</sup> day of April, 2002