

JERMH CORPORATION
8518 SW 8 ST., ST. 1340
MIAMI, FL 33144
PH. 305-321-6540

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-06/05/02--01019--001
*****70.00 *****70.00

PO2000062166

May 29th, 2002

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Ref: Cell Planet, Inc.

Enclosed are the Articles of Incorporation of above referenced new corporation,
and our Check # 1231 for \$ 70.00 to cover the fees.

Sincerely

[Signature]
Jermh Corporation
Roberto I. Fernandez

FILED
02 JUN -5 PM 1:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]

FILED

02 JUN -5 PM 1:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
CELL PLANET, INC.**

ARTICLE I - NAME

The name of this corporation is: **CELL PLANET, INC.**

ARTICLE II - DURATION

This corporation is to have perpetual existence commencing **July 1st, 2002**

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial office of this corporation is :
732 N.W. 134 Place, Miami, FL 33182. The name and address of the initial
Registered agent is **Marco A. Colmenarez, at 732 N.W. 134th Place,, Miami, FL 33182.**

3 ARTICLE VI INITIAL BOARD OF DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased by the By-Laws to seven directors, but shall never be less than one.

The name and address of the initial directors of this corporation are:

Lourdes M. Colmenarez	and	Marco A. Colmenarez
732 N.W. 134 Place		732 N.W. 134 Place
Miami, FL 33182		Miami, FL 33182

ARTICLE VII INITIAL SUBSCRIBERS OF THE STOCK

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are as follows, all the proceeds of which will amount to at least \$ 500.00.

Lourdes M. Colmenarez	\$ 250.00	Marco A. Colmenarez	\$ 250.00
732 N.W. 134th Place	250 share	732 N.W. 134th Place	250 share
Miami, FL 33182		Miami, FL 33182	

ARTICLE VIII INCORPORATION

The names and addresses of the persons signing these Articles are

Lourdes M. Colmenarez	and	Marco A. Colmenarez
732 N.W. 134th Place		732 N.W. 134th Place
Miami, FL 33182		Miami, FL 33182

ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.


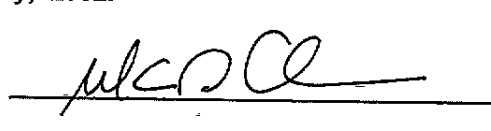
ARTICLE X OFFICERS

This corporation shall initially have two officers consisting of a President/Treasurer and a Vice-President/ Secretary

The number and type of officers may change from time to time by the bylaws, but shall never be less than one officer consisting of a President/Secretary. The names and addresses of the officers are as follows:

Lourdes M. Colmenarez	Marco A. Colmenarez
732 N.W. 134th Place	732 N.W. 134th Place
Miami, FL 33182	Miami, FL 33182
as President/Treasurer	as Vice-President/ Secretary

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29th day of May, 2002.

STATE OF FLORIDA
:SS:
COUNTY OF MIAMI-DADE:

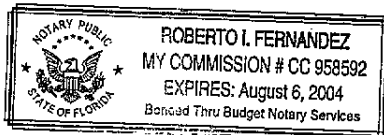
BEFORE ME, A Notary Public authorized to take acknowledgments personally
appeared Lourdes M. Colmenarez, and Marco A Colmenarez known to me and known by me
to be the persons who executed the foregoing Articles of Incorporation and
they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official
seal in the State and County aforesaid, this

29th day of May 2002


Notary Public, State of Florida

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, Marco A. Colmenarez, at 732 N.W. 134th Place, Miami, FL, 33182

hereby is familiar and accepts the duties and responsibilities as

Registered Agent for Cell Planet, Inc.

Dated May 29th 2002

Marco A. Colmenarez
Marco A. Colmenarez

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