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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Florida Department of State

Division of Corporations

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

geron, inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
GERON, INC.**

**ARTICLE I - NAME**

The name of the Corporation is Geron, Inc..

**ARTICLE II - DURATION**

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

David W. Leskar, Esq.  
Shepard & Leskar, P.A.  
100 N.W. 70th Avenue  
First Floor  
Plantation, Florida 33317  
(954) 915-8120  
Florida Bar No. 343064

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STATE OF FLORIDA  
TALLAHASSEE

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 N.W. 70th Avenue, First Floor, Plantation, Florida 33317, and the name of the initial Registered Agent of this Corporation is Shepard & Leskar, P.A..

#### ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of Two (2) Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

Ronald Agress  
2858 Oakmont  
Weston, Florida 33332

Gerald Keuthan  
2500 North Powerline Road  
Pompano Beach, Florida 33069

#### ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 2858 Oakmont, Weston, Florida 33332.

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Ronald Agress  
2858 Oakmont  
Weston, Florida 33332

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of October, 2003.

  
Ronald Agress, Incorporator

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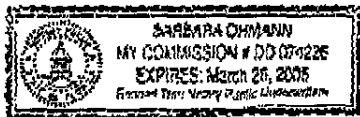
STATE OF FLORIDA :

SS:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Ronald Agress, known to me to be the person who executed the foregoing Articles of Incorporation, and who is personally known to me or who has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 30<sup>th</sup> day of October, 2003.



[Signature]  
Notary Public State of Florida

My Commission Expires:

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Geron, Inc. as designated in the Articles of Incorporation, Shepard & Leskar, P.A. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 11/3/03

[Signature], VP  
David W. Leskar, V.P. Registered Agent

STATE OF FLORIDA:

SS:

COUNTY OF BROWARD:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared David W. Leskar, Vice President of Shepard & Leskar, P.A., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 3 day of November, 2003.

LORI FERRARI  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC915347  
EXPIRES 3/2/2004  
BONDED THRU ASK 1-800-NOTARYS

[Signature]  
Notary Public State of Florida  
My Commission Expires:

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