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**Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Cell Ventures Group, Inc.

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ARTICLES OF INCORPORATION
OF
CELL VENTURES GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of CELL VENTURES GROUP, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

ARTICLE I - NAME

The name of the Corporation is CELL VENTURES GROUP, INC. The mailing address of the Corporation shall be 18 Blake Boulevard, Celebration, Florida 34747.

ARTICLE II - CORPORATE EXISTENCE

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

ARTICLE III - DURATION

The Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Cent (\$1.00) per share.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Corporation shall be:

W. Michael Clifford, Esq.
GrayRobinson, P.A.
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial director and officer of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Jeffrey M. Ippoliti	18 Blake Boulevard Celebration, Florida 34747	Director, President, Treasurer, and Secretary

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
W. Michael Clifford, Esq.	GrayRobinson, P.A. 301 East Pine Street Suite 1400 Orlando, Florida 32801

ARTICLE IX - BYLAWS


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22nd of March, 2004.


W. Michael Clifford, Incorporator

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TILAHASSEE
FLORIDA
STATE

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**CELL VENTURES GROUP, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.


W. Michael Clifford, Registered Agent

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