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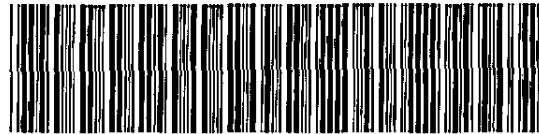
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. AMICELL USA, CORP.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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JUN 15 2005  
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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF**

**AMICELL USA, CORP.**

**The undersigned incorporator (s) hereby forms the following  
corporation Under the laws of the State of Florida:**

**ARTICLE I**

**NAME:**

**AMICELL USA, CORP.**

**The principal place of business and mailing address of  
this corporation shall be:**

**12 ALHAMBRA CIRCLE Suite 6  
Coral Gables, FL 33134**

**ARTICLE II**

**PURPOSE:**

**The corporation is organized to engage in any and all business  
permitted under the laws of the State of Florida.**

**ARTICLE III**

**CAPITAL STOCK:**

**The maximum number of shares of stocks which this  
corporation is authorized to issue is 3000 shares of \$ 1.00 par value,  
common stock. Said shares of stock may be issued only for a  
consideration having a fair value as may be determined by the board  
of directors.**

**ARTICLE IV**

**TERM OF EXISTENCE:**

**This corporation is to exist perpetually from the date  
these Articles are filed with the Department of State, subject to the  
laws of the State of Florida.**

**ARTICLE V**

**REGISTERED AGENT AND OFFICE:**

**This Initial Registered Agent and the principal address of  
the Initial Registered Office of this corporation shall be:**

**MARCELO RIVERO  
12 Alhambra Circle Suite 6 - Coral Gables , FL 33134**

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CORPORATION DIVISION

**ARTICLE VI  
DIRECTORS:**

*This corporation shall have two ( 2) directors initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:*

<b>RUBEN GERSTENBLUTH</b>	<b>MARCELO RIVERO</b>
<b>President-Treasurer</b>	<b>Vicepresident-Secretary</b>
<b>12 Alhambra Circle Suite 6</b>	
<b>Coral Gables, FI 33134</b>	

**ARTICLE VII  
INCORPORATORS:**

*The name and street address of the incorporators are:*

**AMICELL S.A.**  
**By: Ruben Gerstenbluth**  
**Rivera 2411**  
**Montevideo**  
**Uruguay**

**ARTICLE VIII**

**PREEMPTIVE RIGHTS:**

*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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others*

**ARTICLE IX**

**CUMULATIVE VOTING:**

*At each election for Directors, cummulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.*

**ARTICLE X  
AMENDMENT :**

**These Articles of Incorporation may be amended in the manner Provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.**

**IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set its hands and seals this 14 day of June 2005.-**



**RUBEN GERSTENBLUTH  
For: Amicell S.A.**

**ACCEPTANCE BY REGISTERED AGENT:**

**Having been named to accept service of process for the Above named corporation, at the place designed in these Articles, I Hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.**



**MARCELO RIVERO  
REGISTERED AGENT**

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