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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEYEREISEN ACCOUNTING AND TAX SERVICES INC.
1204 BOSTON AVENUE
FORT PIERCE, FL 34950
772-489-9152

September 1, 2007

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

RE: Cell Factor of Florida, Inc.
Proposed Corporate name

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with check in the amount of \$78.75.

This represents the cost of the Filing Fee-\$35, Designation of Registered Agent-\$35, and Certified Copy of Articles of Incorporation-\$8.75 for the above named corporation.
Thank you.

Sincerely,


Paul Feyereisen

**ARTICLES OF INCORPORATION
OF
CELL FACTOR OF FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is **CELL FACTOR OF FLORIDA, INC.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual unless dissolved according to Florida law.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the the State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 2,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof at the price at which such shares are offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 1923 Robalo Drive, Vero Beach, FL 32960. The initial mailing address of this corporation is 1923 Robalo Drive, Vero Beach, FL 32960.

ARTICLE VII

INITIAL REGISTERED AGENT

The name and address of the initial registered agent is Joseph Snyder, 1923 Robalo Drive, Vero Beach, FL 32960.

ARTICLE VIII
INCORPORATOR

The name and mailing address of the incorporator is:

JOSEPH SNYDER	1923 Robalo Drive
	Vero Beach, FL 32960

ARTICLE IV

INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial director(s) of the corporation are as follows:

JOSEPH SNYDER	1923 Robalo Drive
	Vero Beach, FL 32960

ARTICLE X

SUB-CHAPTER S

Each shareholder of this corporation shall, and does hereby consent to the election to be taxed as a Sub-Chapter S corporation.

ARTICLE XI

MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular, and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

ARTICLE XII

INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned Incorporator hereinbefore named has executed these Articles of Incorporation this ____ day of September, 2007.



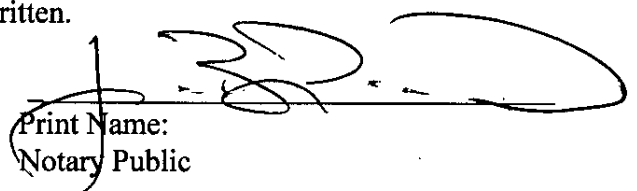
JOSEPH SNYDER

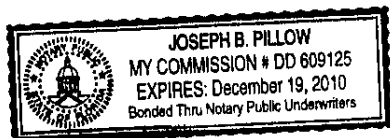
STATE OF FLORIDA

COUNTY OF ~~ST. LUCIE~~ Indian River

The foregoing instrument, Articles of Incorporation, was acknowledged before me this 10th day of September, 2007 by JOSEPH SNYDER, who is personally known to me or who has produced FL DL as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.


Print Name:
Notary Public



ACCEPTANCE OF REGISTERED AGENT

CELL FACTOR OF FLORIDA, INC., organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1923 Robalo Drive, Vero Beach, Fl. 32960, has named Joseph Snyder as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: _____

Joseph Snyder

STATE OF FLORIDA

COUNTY OF ST. LUCIE *Indian River*

The foregoing instrument was acknowledged before me this 10th day of September, 2007 by Joseph Snyder, who is personally known to me or who has produced _____ as identification.

Print Name: Joseph Snyder
Notary Public



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TALLAHASSEE, FLORIDA