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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 617-6381

From:  
Account Name : KALKAS BUSINESS SERVICES  
Account Number : I19980000015  
Phone : (305) 577-9716  
Fax Number : (305) 577-9718

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Cell-Termination Corp**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FROM

(TUE) DEC 4 2007 9:31/ST. 9:30/No. 6834432191 P 2

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**ARTICLES OF INCORPORATION OF**

**Cell-Termination Corp.**

**(Name of Corporation)**

**ARTICLE I - NAME**

The name of this corporation is:

**Cell-Termination Corp.**

with the principal place of business and mailing address at:

**245 SE 1<sup>st</sup> Street, Suite 225  
Miami, FL 33131**

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**ARTICLE II - PURPOSE**

This corporation shall have perpetual existence and it may engage in any and all lawful businesses under the laws of the United States and the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock of no par value each share.

**ARTICLE IV - INITIAL REGISTERED OFFICE**

The street address of the Registered Office of this corporation is:

**245 SE 1<sup>st</sup> St. Ste 225  
Miami, FL 33131**

The name of the initial Registered Agent of this corporation is:

**Martti Kalkas**

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**ARTICLE V - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

Rodrigo A Y Leiva  
Candelabro 434  
Santana de Paranaiba  
Sao Paulo, Brazil - CEP 06532-055

**ARTICLE VI - INCORPORATORS**

The name of and address of the persons signing this article are:

Martti Kalkas  
245 SE 1<sup>st</sup> Street, Suite 225  
Miami, FL 33131

**ARTICLE VII - INDEMNIFICATION**

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


**ARTICLE VIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, or shareholders of this corporation.

**ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of November 2007.



Incorporator

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FROM

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That the Cell-Termination Corp. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Miami-Dade State of Florida, has appointed

Martti Kalkas  
245 SE 1<sup>st</sup> St. Ste 225  
Miami, FL 33131

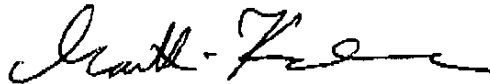
as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the

Cell-Termination Corp.

to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for the said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 30<sup>th</sup> day of November 2007.



Registered Agent

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TALLAHASSEE, FLORIDA

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