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FLORIDA PROFIT/NON PROFIT CORPORATION  
Miami Cellular Therapeutics, Inc.

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**ARTICLES OF INCORPORATION  
OF  
MIAMI CELLULAR THERAPEUTICS, INC.**

The undersigned, acting as incorporator of MIAMI CELLULAR THERAPEUTICS, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is MIAMI CELLULAR THERAPEUTICS, INC. (the "Corporation").

**ARTICLE II. ADDRESS**

The principal and mailing address of the Corporation is:

4400 Biscayne Boulevard  
Miami, FL 33137

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301 and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator is Kate Tuman, 4400 Biscayne Boulevard, Miami, FL 33137.

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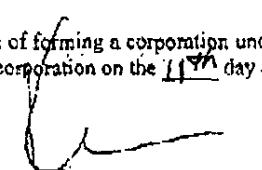
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 11<sup>th</sup> day of July, 2011.

  
\_\_\_\_\_  
Kate Inman,  
Sole Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

*Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:*

That MIAMI CELLULAR THERAPEUTICS, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 1201 Hays Street, Tallahassee, FL 32301 has named Corporation Service Company as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 11th day of July, 2011.

Corporation Service Company

By: 

Name: Jeanine Reynolds

Title: as its agent

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