

**Electronic Articles of Incorporation
For**

P12000080447
FILED
September 24, 2012
Sec. Of State
jahickman

MEMBRACEL USA CORP

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

MEMBRACEL USA CORP

Article II

The principal place of business address:

4699 N FEDERAL HWY
SUITE 109E
POMPANO BEACH, FL. 33064

The mailing address of the corporation is:

265 S FEDERAL HWY
SUITE 154
DEERFIELD BEACH, FL. 33441

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

ADR ACCOUNTING SERVICES CORP
4699 N FEDERAL HWY
SUITE 109E
POMPANO BEACH, FL. 33064

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DAVILSON RODRIGUES

Article VI

The name and address of the incorporator is:

DAVILSON RODRIGUES
4699 N FEDERAL HWY
SUITE 109E
POMPANO BEACH, FL 33064

Electronic Signature of Incorporator: DAVILSON RODRIGUES

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PD
THIAGO ROSSETTO MORESCHI
4699 N FEDERAL HWY SUITE 109E
POMPANO BEACH, FL. 33064

Title: VPD
JOSE LEONEL DE ALMEIDA GONCALVES
4699 N FEDERAL HWY SUITE 109E
POMPANO BEACH, FL. 33064

Title: VPD
DENILSON S RODRIGUES
22735 SW 66TH AVE APT 206
BOCA RATON, FL. 33428