

03/27/2015 15:40 David Campione

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Advanced Adult Stem Cell Therapy Centers, Inc.

Certificate of Status	0
Certified Copy	0
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**Articles Of Incorporation
Of
Advanced Adult Stem Cell Therapy Centers, Inc.**

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**Article I
Name**

The name of the corporation is "Advanced Adult Stem Cell Therapy Centers, Inc."

**Article II
Applicable Law**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**Article III
Duration**

The Corporation will commence its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**Article IV
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**Article V
Capital Stock**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having no par value.

**Article VI
Principal Office Of The Corporation**

The street and mailing address of the principal office of the Corporation is 1515 North Highway A1A, Unit 301, Indialantic, Florida 32903. The principal office address and the registered office address is the same.

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Article VII Preemptive Rights

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

Article VIII Indemnification of Corporate Officers, Directors, Employees and Agents

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

The Corporation shall indemnify any person:

A. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

B. Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against such costs and expenses, and to the extent and in the manner provided under Florida Law.

The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote to a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The Corporation will have the power to make further indemnification as provided under Florida Law except to indemnify any person against gross negligence or willful misconduct.

The Corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided under Florida Law.

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**Article IX
Initial Board Of Directors**

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

Roger Nocera

1515 North Highway A1A, Unit 301
Indialantic, Florida 32903

**Article X
Initial Officers**

The following persons are hereby appointed to serve in the office of the Company set forth opposite their name to assume the duties and responsibilities fixed by the Bylaws, and to serve in such office until their successor is duly elected and qualified:

Roger Nocera

- President, Treasurer and Secretary

**Article XI
Incorporator**

The name and address of the incorporator of the Corporation is:

Roger Nocera

1515 North Highway A1A, Unit 301
Indialantic, Florida 32903

**Article XII
Initial Registered Agent And Office**

The initial registered agent of the Corporation is Roger Nocera, whose street address is 1515 North Highway A1A, Unit 301, Indialantic, Florida 32903.

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Now Wherefore, the undersigned submits this document and affirms that the facts stated herein are true. The undersigned is aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, F.S.

Dated: March 27, 2015

Roger Nocera

Roger Nocera
Incorporator

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: March 27, 2015

Roger Nocera

Roger Nocera
Registered Agent

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