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**FLORIDA PROFIT/NON PROFIT CORPORATION
LIVECELLS U.S.A., INC.**

Certificate of Status	1
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SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
LIVECELLS U.S.A., INC.**

The undersigned, as incorporator (the "Incorporator") for purposes of forming a corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopts the following articles of incorporation the ("Articles of Incorporation"):

ARTICLE I

The name of the Corporation ("Corporation") is LIVECELLS U.S.A., Inc.

ARTICLE II

The initial street and mailing address of this corporation is:

20200 West Dixie Highway, Suite 902
Aventura, FL 33180

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is one million (1,000,000) with a par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect, and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. No holder of any of share of the Common Stock shall be entitle to any right of cumulative voting.

ARTICLE IV

The initial street address of the Corporation's registered office is 801 US Highway 1, North Palm Beach, Florida 33408. The initial registered agent for the Corporation at that address is eResidentAgent, Inc.

ARTICLE V

The names and street addresses of the persons signing these Articles of Incorporation are Erika A. Easter, 11726 San Vicente Boulevard, Suite 480, Los Angeles, California 93108.

ARTICLE VI

This Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under the FBCA.

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ARTICLE VII

This Corporation shall have one (1) director, provided that the number of directors may be increased or diminished from time to time as provided in the bylaws of the Corporation (the "Bylaws") so long as there shall never be less than one (1) director.

ARTICLE VIII

The initial Bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE IX

The corporate existence of this Corporation shall commence on the filing of these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE X

This Corporation expressly elects not to be governed by Section 607.0901 of the FBCA, as amended from time to time, relating to affiliated transactions.

ARTICLE XI

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on October 6, 2021.



Erika A. Easter, Incorporator

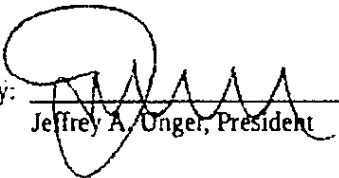
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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for LIVECELLS U.S.A., Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501.

DATED: October 6, 2021

ERESIDENTAGENT, INC.

By: 
Jeffrey A. Ongel, President

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