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**Apr 23 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P94000039133 (1)

1. Corporation Name
STEM CELL, INC.



Principal Place of Business
**890 PERIWINKLE ST.
#1108 BEA RANCH CLUB C
BOCA RATON FL 33486
US**

Mailing Address
**890 PERIWINKLE ST.
BOCA RATON FL 33486-3558
US**

3. Date Incorporated or Qualified **05/24/1994** 3a. Date of Last Report **04/23/1996**

4. FEI Number **65-0493331** Applied For Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip 28 Zip 29 Country 30 Country

9. Name and Address of Current Registered Agent

**LANDINO, ANTHONY M
4901 N.W. 17TH WAY
SUITE 905
FORT LAUDERDALE FL 33309**

10. Name and Address of New Registered Agent

81 Name **Maharaj, Dipnarine**

82 Street Address (P.O. Box Number is Not Acceptable)
890 Periwinkle Street

83

84 City **Boca Raton** FL 85 Zip Code **33486**

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE *Dipnarine Maharaj* DATE **4/2/97**

Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		DELETED
TITLE	DP	<input type="checkbox"/>
NAME	MAHARAJ, DIPNARINE	
STREET ADDRESS	890 PERIWINKLE ST.	
CITY-ST-ZIP	BOCA RATON FL	
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/>
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS		12
1.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	Boca Raton, FL 33486	
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE *Dipnarine Maharaj* DATE **4/2/97** **DIPNARINE MAHARAJ**

CR2E034 (9/96)