

P9500007216

SE #1-200

OFFICE USE ONLY (Document #)

Sumstate Research Assoc
(Requestor's Name)
PO Box 11271
(Address)
Tall FL 32202
(City, State, Zip) (Phone #)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
*****75 *****75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. ANTHEM STEM, INC. (Corporation Name) (Document #)
- 2. (Corporation Name) (Document #)
- 3. (Corporation Name) (Document #)
- 4. (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Stamped-Photocopy Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 27 AM 10:55

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AK 1/27/95

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 27 AM 10:56

ARTICLES OF INCORPORATION

OF

ANTHER STEM, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be Anther Stem, Inc. The principal address of the Corporation shall be 4665 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Victor M. Alvarez
White & Case
200 S. Biscayne Boulevard, Suite 4900
Miami, Florida 33131

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be c/o White & Case, 200 South Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the initial Registered Agent of this Corporation at the above address shall be Victor M. Alvarez.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of two (2) persons.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, are as follows:

Michael T. Fay
4665 Ponce de Leon Boulevard
Coral Gables, Florida 33134

Thomas D. Wood
4665 Ponce de Leon Boulevard
Coral Gables, Florida 33134

Thomas D. Wood, Jr.
4665 Ponce de Leon Boulevard
Coral Gables, Florida 33134

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
Financial Information

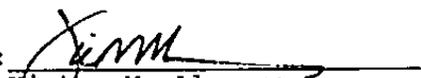
The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 26th day of January, 1995.

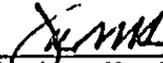
By:


Victor M. Alvarez

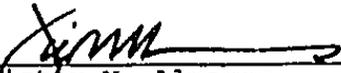
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections
48.091 and 607.0501 the following is submitted:

Anther Stem, Inc. desiring to organize as a
corporation under the laws of the State of Florida, has
designated c/o White & Case, 200 South Biscayne Boulevard,
Suite 4900, Miami, Florida 33131, as its initial Registered
Office and has named Victor M. Alvarez located at said
address as its initial Registered Agent.

By: 
Victor M. Alvarez
Incorporator

Having been named Registered Agent for the above
stated corporation, at the designated Registered Office,
the undersigned hereby accepts said appointment and agrees
to comply with the provisions of Florida Statutes Section
48.091 relative to keeping open said office. The
undersigned further agrees to comply with the provisions of
all statutes relating to the proper and complete
performance of the undersigned's duties, and the
undersigned is familiar with and accepts the obligations of
the undersigned's position as registered agent.

By: 
Victor M. Alvarez
Registered Agent

95 JAN 27 AM 10:56
SECTION OF STATE
DIVISION OF CORPORATIONS