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(((H9500007031))) ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000007031))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BIOCELL RESEARCH, INC.
FAX AUDIT NUMBER: H95000007031 CURRENT STATUS: REQUESTED
DATE REQUESTED: 06/23/1995 TIME REQUESTED: 17:27:51
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 6 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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JUN 26 1995
TALLAHASSEE
FLORIDA

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6/26

DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
BIOCELL RESEARCH, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BIOCELL RESEARCH, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

1. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
3. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
4. To lend money to, and use its credit to assist, its officers and employees.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

Prepared by:

Roger Besu
Florida Bar Number: 172146
Roger Besu, P.A.
815 N.W. 57th Ave., Suite 484
Miami, Florida 33126
(305) 262-7300

ROGER BESU, ESQ.
FL. BAR NO. 172146
815 N.W. 57th AVE. #484
MIAMI, FL 33126
(305) 262-7300

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8. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
10. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
11. To make donations for the public welfare or for charitable, scientific, or educational purposes.
12. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
13. To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
14. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
15. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
16. To have and exercise all powers necessary or convenient to effect its purposes.
17. To act as a general financial consultant broker, and dealer on the foreign exchange market, money market and commodities market.
18. This corporation is organized for the purpose of transacting any and all lawful business not provided herein.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of this corporation is 815 N.W. 57th Avenue, Suite 484, Miami, Florida 33129 and the name of the initial registered agent of this corporation at that address is Roger Beau.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

DR. ARTURO HERMUDEZ-CEDENO	DR. GONZALO HERMUDEZ-CEDENO
Vales 911, 10m. Piso 14	Vales 911, 10m. Piso 14
Casillero 1088	Casillero 1088
Guayaquil, Ecuador	Guayaquil, Ecuador
South America	South America

MR. MIGUEL SALEM-KRONFLE
Ave. del Ejercito No. 615
Casilla 448
Guayaquil, Ecuador
South America

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Roger Beau
815 N.W. 57th Avenue
Suite 484
Miami, Florida 33129

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.


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TOTAL P.05

I, the undersigned, having been named as initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

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ROGER JESU, REGISTERED AGENT
Meridian Executive Center
at the Blue Lagoon, Suite 484
815 North West 57th Avenue
Miami, Florida 33126
(305) 363-7300
Fax (305) 362-7212

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JUN 25 PM 12:06
TALLAHASSEE, FLORIDA

P95000049569

ELECTRONIC FILING COVER SHEET

((H97000013660 0)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BIOCELL RESEARCH, INC.

AUDIT NUMBER.....H97000013660

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

.CHARGE.. \$35.00

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TALLAHASSEE, FLORIDA

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07 AUG 25 AM 10:28

Amendment

8/25/97

DC.

ELECTRONIC FILING COVER SHEET

{{(H97000013660 0)}}

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (205)541-3694

FAX #: (305)541-3770

NAME: BIOCELL RESEARCH, INC.

AUDIT NUMBER.....H97000013660

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PUBL

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 19, 1997

BIOCELL RESEARCH, INC.
815 N.W. 57TH AVE.
SUITE 484
MIAMI, FL 33129

SUBJECT: BIOCELL RESEARCH, INC.
REF: P95000049569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1996 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$585.00 reinstatement fee, \$61.25 filing fee per year for the years 1996 through the current year, \$103.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$913.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1997 Annual Report and Supplemental Fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

FAX Aud. #: E97000013660
Letter Number: 197A00041998

#97000013660

②

ARTICLES OF AMENDMENT OF
BIOCELL RESEARCH, INC.

(Chartter No. P95000049569)

1. The following provisions of the Articles of Incorporation of **BIOCELL RESEARCH, INC.**, a Florida corporation, filed in Tallahassee on June 26, 1995, be and they hereby are amended in the following particulars:

Article IV be and is hereby amended to read as follows:

"That the authorized capital stock to be issued by increased to 10,000 shares of no par value of common stock, effective August 4, 1997."

2. The foregoing Amendment was adopted by the Stockholders and Directors of the Corporation on the 4th day of August, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 4th day of August, 1997.


MIGUEL SALEM KRONFLE, President
and Secretary

STATE OF FLORIDA)
 SS
COUNTY OF DADE)

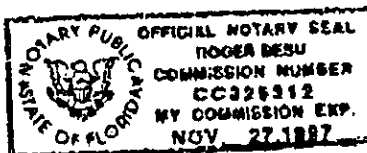
The foregoing instrument was acknowledged before me this 4th day of August, 1997, by MIGUEL SALEM KRONFLE, President and Secretary of **BIOCELL RESEARCH, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did take an oath.


NOTARY PUBLIC

My commission expires:

This instrument prepared by:
ROGER DEBU, P.A.
1825 BRICKELL AVE, STE D-208
MIAMI, FL 33129

(305) 854-6363
FLA. BAR NO. 172146



#97000013660