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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: CELL PLUS, INC.

AUDIT NUMBER.....H97000000580

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

CELL PLUS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME: The name of the corporation shall be CELL PLUS, INC.

ARTICLE II. PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 11465 SW 40 STREET, MIAMI, FL 33165.

ARTICLE III. SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 common shares each having a par value of \$0.50.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and address of the initial registered agent is:

Alberto Crespo 11465 SW 40 STREET, MIAMI, FL 33165

ARTICLE V. NATURE OF BUSINESS:

The nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the State of Florida and the United States of America.

ARTICLE VI. DIRECTORS:

The corporation shall have one director initially.

ARTICLE VII. INITIAL DIRECTOR:

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified is as follows:

Alberto Crespo 11465 SW 40 STREET, MIAMI, FL 33165

Prepared by Alberto Benitez, CPA, PA (305) 221-4175

10425 S.W. 22nd St.

Miami, FL -

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EMPIRE CORPORATE KIT

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ARTICLE VIII. OFFICERS:

The officers of the corporation shall be President, Secretary and Treasurer and such other officers as may be provided by the By-Laws. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws. The name of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Alberto Crespo      President/Secretary/Treasurer  
11465 SW 40 STREET  
MIAMI, FL 33165

ARTICLE IX. SHAREHOLDERS' PREEMPTIVE RIGHTS:

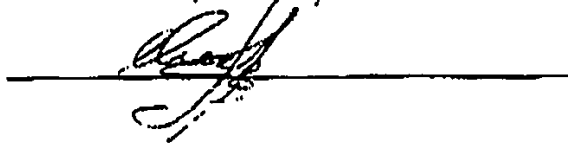
The Corporation elects to have preemptive rights.

ARTICLE IX. INCORPORATOR:

The name and street address of the incorporator to these Articles of Incorporation is:

Alberto Crespo    11465 SW 40 STREET, MIAMI, FL 33165

The undersigned incorporator has executed these Articles of Incorporation this 10 day of JANUARY, 1997.



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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE.

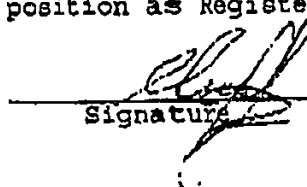
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: CELL PLUS, INC.

The name and address of the registered agent and office is:

Alberto Crespo 11465 SW 40 STREET, MIAMI, FL 33165

Having been named as Registered Agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
Signature \_\_\_\_\_ Date 1/10/97

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