

# P97000005495

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200002057172--3  
-01/14/97--01126--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CELLTRAK INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: DR. RODNEY B. BENT  
Name (Printed or typed)

10280 S. TROPICAL TRAIL  
Address

MERRITT ISLAND, FL 32952  
City, State & Zip

407-779-9211  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 14 PM 12:50

NOTE: Please provide the original and one copy of the articles.

*g 1/21/97*

**ARTICLES OF INCORPORATION  
OF  
CELLTRAX, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 14 PM 12:50

Article I - Name

The name of this corporation is Celltrax, Inc.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existences shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 10,000,000 shares of \$0.01 par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 10280 South Tropical Trail, Merritt Island, Florida 32952

The name of the initial registered agent of this corporation at that address is RODNEY B. BENT, Ph.D.

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Rodney B. Bent, Ph.D.  
10280 South Tropical Trail  
Merritt Island, Florida 32952

Theodore Noe  
385 East Drive  
Melbourne, Florida 32904

Article VII - Incorporator

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

Rodney B. Bent, Ph.D.  
10280 South Tropical Trail  
Merritt Island, Florida 32952

Article VIII - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the stockholders.

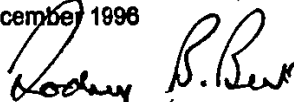
Article IX - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

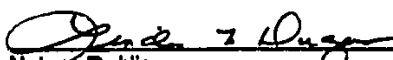
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26 December 1996

  
\_\_\_\_\_  
RODNEY B. BENT, Ph.D.  
Subscriber

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing articles of incorporation were acknowledged before me on 26 December 1996, by RODNEY B. BENT, Ph.D. personally known to me.

  
\_\_\_\_\_  
Notary Public

My commission expires: November 24, 1997

(SEAL)



LINDA N DUGAN  
My Commission 00388382  
Expires Nov. 24, 1997  
Bonded by HAI  
800-422-1888

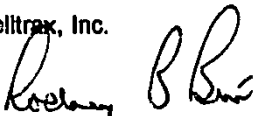
## REGISTERED AGENT CERTIFICATE

The below named corporation maintains an office at the address below and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: RODNEY B. BENT, Ph.D.

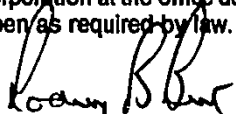
PRINCIPAL STREET ADDRESS  
OF CORPORATION: Rodney B. Bent, Ph.D.  
10280, South Tropical Trail  
Merritt Island, Florida 32952

Celltrax, Inc.



RODNEY B. BENT, Ph.D.  
President

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.



RODNEY B. BENT, Ph.D.  
Registered Agent

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

1. The name of the corporation is CELLTRAX INC

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

DR. RODNEY B. BENT  
(NAME)

10280 S. TROPICAL TRAIL

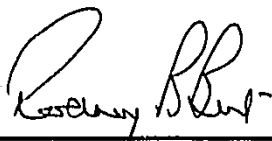
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MERRITT ISLAND, FL 32952

(CITY/STATE/ZIP)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 14 PM 12:50

*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)

26 Dec 1996

(DATE)