

Michael

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FLORIDA DIVISION OF CORPORATIONS

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FROM: KLEIN AND ASSOCIATES, P.A.  
072720000075

ACCT#:

CONTACT: RON KLEIN  
PHONE: (305) 891-6100  
(305) 891-6104

FAX #:

NAME: ~~THE RESULTS COMPANY, INC.~~

AUDIT NUMBER.....H97000005144

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

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 28, 1997

KLEIN AND ASSOCIATES

SUBJECT: MEDI-CELL LABORATORIES, INC.  
REF: W97000007234

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

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Terri Buckley  
Corporate Specialist

FAX Aud. #: H97000005144  
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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## ARTICLES OF INCORPORATION

- of -

MEDI-CELL LABORATORIES, INC.

**THE RESULTS COMPANY, INC.**

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97 MAR 28 PM 12:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

### ARTICLE I

#### NAME

The name of the corporation shall be: ~~The Results Company, Inc.~~ Medi-Cell Laboratories, Inc.

### ARTICLE II

#### DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

### ARTICLE III

#### PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

Prepared By:  
Michael S. Bloom, Esq.  
Michael S. Bloom, P.A.  
901 Northeast 125th Street  
North Miami, Florida 33161  
305-892-8787  
Florida Bar Number: 0892505

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(a) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

#### **ARTICLE IV**

##### **SHARES**

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time Five Hundred (500) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V**

##### **PRINCIPAL OFFICE**

The street address of the principal office of the corporation in the State of Florida is: 1135 Pasadena Avenue South, Suite 235, St. Petersburg, Florida 33707. The name of the corporation's initial Registered Agent is Michael S. Bloom, Esq., whose address is 901 Northeast 125 Street, Suite 109, North Miami, Florida 33161.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

#### **ARTICLE VI**

##### **DIRECTORS**

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

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## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the incorporator of this corporation is:

Michael S. Bloom, Esq.  
901 Northeast 125 Street, Suite 109  
North Miami, Florida 33161

## **ARTICLE VIII**

### **ADDITIONAL POWERS**

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws and to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal or mixed; labor and services (whether such services are preformed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(d) The shares of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Shares of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in any manner now or hereafter prescribed by law, and all rights confessed on officers, directors and stockholders herein are granted subject to this reserves.

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**ARTICLE IX**

**DIRECTOR ACTION**


The directors of this corporation may take action by written consent as provided by law.

**ARTICLE X**

**INDEMNITY**

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

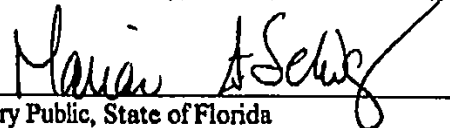
**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed my seal, at Miami, Dade County, Florida, on March 27, 1997.

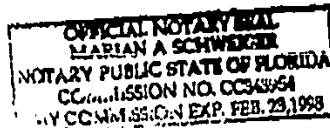
  
\_\_\_\_\_  
Michael S. Bloom, Esq. (SEAL)

STATE OF FLORIDA     )  
                              )ss:  
COUNTY OF DADE     )

The foregoing Articles of Incorporation was acknowledged before me on March 27, 1997, by Michael S. Bloom, Esq., who is personally known to me and who did take an oath.

**WITNESS** my hand and official seal at Miami, Dade County, Florida, this March 27, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

---

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

~~First, The Results Company, Inc.,~~  
Medi-Cell Laboratories, Inc.,  
desiring to organize under the laws of the State of Florida,  
with its principal office as indicated in the Articles of Incorporation at the City of St. Petersburg,  
County of Pinellas, State of Florida, has named Michael S. Bloom, Esq., located at 901 Northeast 125  
Street, Suite 109, North Miami, County of Dade, Florida 33161, as its agent to accept service of  
process within this State.

**ACKNOWLEDGMENT**

(Must be signed by Designated Agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Michael S. Bloom, Esq.  
Registered Agent

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STATE  
TALLAHASSEE, FLORIDA