

19760004/802

Charter Number Only

Gary Edwards

Requestor's Name

3800 Biscayne Blvd.

Address

Miami FL 33180

City

State

ZIP

Phone

#947-2216

VERIFICATION ONLY

CORPORATION(S) NAME

7000002174347--4  
-05/12/97--01027--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Embcorp, Inc.

97 MAY 12 AM 11:28



Empire Toll Free: 1-800-432-3028

☒ Profit  
☒ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☐ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W P Verifier	

CR2E031 (R8-85)

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97 MAY 12 AM 10:36

ARTICLES OF INCORPORATION  
Embryo, Inc.

ARTICLE I-NAME

The name of this Corporation shall be Embryo, Inc.

ARTICLE II-DURATION

The Corporation shall have perpetual existence commencing upon the date of filing of these Articles with the Department of State.

ARTICLE III-PURPOSE

The Corporation is formed for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue Five Thousand (5000) shares of Common Stock with a par value of Ten (\$10.00) Dollars each share, such shares to be designated as "Common Shares".

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED AGENT AND CORPORATE OFFICE

The street address of the initial registered office of this Corporation is 635 13th Street, #7, Miami Beach, Florida 33139, and the name of the initial registered agent at that address is JAMES R. SCOTT.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors of the Corporation may be increased or decreased from time to time by the by-laws, however, there shall never be less than one (1) Director nor more than three (3) Director. The name and address of the initial Board of Director of the Corporation is:

JAMES R. SCOTT  
635 13th Street, #7  
Miami Beach, Florida 33139

FILED  
97 MAY 12 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## ARTICLE VIII-INCORPORATORS

The name and address of the Person signing these Articles of Incorporation is:

JAMES R. SCOTT  
635 13th Street, #7  
Miami Beach, Florida 33139

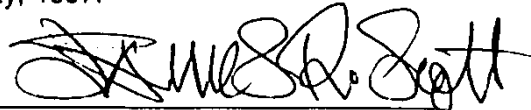
## ARTICLE IX-INDEMNIFICATION

The Corporation shall indemnify any officer or Director or any former Officer or Director to the full extent permitted by-law.

## ARTICLE X-AMENDMENT

The Corporation reserves the right to Amend or Repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by vote of the majority of the Board of Directors, and any right conferred to shareholders of the Corporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 8 day of May, 1997.

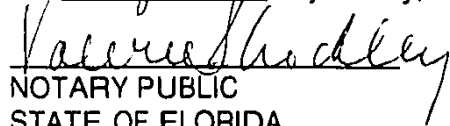


JAMES R. SCOTT  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

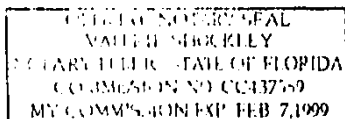
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally came and appeared JAMES R. SCOTT, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 8 day of May, 1997.



NOTARY PUBLIC  
STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:


FIRST that EMBRYO, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 635 13th Street, #7, Miami Beach, Florida 33139, has named JAMES R. SCOTT, located at 635 13th Street, #7, Miami Beach, Florida 33139, as its agent to accept service of process within Florida.

Dated: 5/5/97



JAMES R. SCOTT  
Incorporator

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to this proper performance of my duties.



JAMES R. SCOTT  
Incorporator

97 MAY 12 AM 11:28  
FILED  
CLERK OF DISTRICT COURT  
JULIA A. HARRIS