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99700068809

August 6, 1997

File No. (New)

VIA FEDERAL EXPRESS OVERNIGHT MAIL

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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Re: ExCell Labs, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation ("Articles") and the Certificate of Designation of Registered Agent and Registered Office ("Certificate") for ExCell Labs, Inc., and a check payable to "The Secretary of State" in the amount of \$122.50 in payment of the following:

1. Certificate of Incorporation filing fee
2. Certified copy of the Certificate of Incorporation
3. Registered Agent's fee

\$35.00

52.50

35.00

Total

\$122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

After filing, please return a certified copy of the Articles and Certificate to us in the enclosed addressed return stamped envelope as soon as possible.

7777 Glades Road
Boca Raton, Florida 33434
(407) 463-7000
Telecopy (407) 463-7321

First Florida Bank Tower
215 South Monroe Street
Tallahassee, Florida 32301
(904) 681-6315
Telecopy (904) 681-0702

300 North Orange Avenue
Orlando, Florida 32801
(407) 830-4200
Telecopy (407) 426-0377

Miami Center
201 South Biscayne Blvd.
Miami, Florida 33131
(305) 373-9400
Telecopy (305) 373-9443

100 North Tampa
Suite 3500
Tampa, FL 33602
(813) 225-3020
Telecopy (813) 225-3030

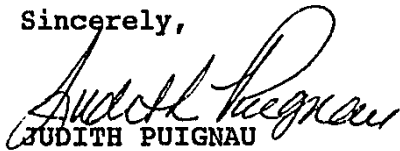
The Reflections Office Centre
400 Australian Avenue South
West Palm Beach, Florida 33401
(407) 832-3300
Telecopy (407) 835-1100

900 East Ocean Blvd.
Suite 120
Gulfport, Florida 34904
(407) 263-3000
Telecopy (407) 263-0622

Secretary of State
Division of Corporations
August 6, 1997
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If you have any questions or comments, please do not hesitate to contact us.

Sincerely,


JUDITH PUIGNAU
Paralegal

/jp

cc: Zeev Helfer
Lester Perling, Esq.
Steve Wasserstein, Esq.

BROAD and CASSEL

ARTICLES OF INCORPORATION
OF
EXCELL LABS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be ExCell Labs, Inc.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at one time are one thousand (1,000) shares of common stock with \$0.01 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

INITIAL PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida shall be c/o Lester Perling, Esq., Broad and Cassel, 500 East Broward Boulevard, Suite 1130, Fort Lauderdale, Florida 33394.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The Initial Registered Agent and Office of this corporation shall be:

Lester Perling, Esq.
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

ARTICLE VII

INCORPORATOR

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

Zeev Helfer
c/o Lester Perling, Esq.
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394

ARTICLE VIII

SPECIAL ELECTION

The corporation expressly elects not to be governed by either §607.0901 or §607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, relating to affiliated transactions and control share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of August, 1997.

Z. Helfer
ZEEV HELFER, INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

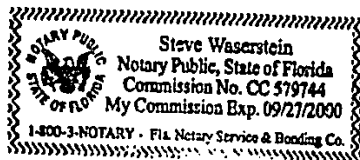
The foregoing instrument was acknowledged before me this 5th day of August, 1997 by Zeev Helfer, as Incorporator of ExCell Labs, Inc., who is personally known to me or who has produced a Driver's License as identification and who did not take an oath.

Steve Waserstein
SIGNATURE OF NOTARY

Steve L. Waserstein
PRINTED NAME OF NOTARY

9/27/2000

COMMISSION EXPIRES



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: **ExCell Labs, Inc.**
2. The name and address of the registered agent and office is:

Lester Perling, Esq.
Broad and Cassel
500 East Broward Boulevard
Suite 1130
Fort Lauderdale, Florida 33394


ZEEV HELPER, INCORPORATOR

Dated this 5th day of August, 1997.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED 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 THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF MY POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.


LESTER PERLING, ESQ.

Dated this 5th day of August, 1997.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA