

TRANSMITTAL LETTER
P97000086311

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

SUBJECT: CELLCOUNT, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 70 00/100

200002312752--3
-10/06/97--01118--004
*****70.00 *****70.00

FROM:

SHELBY G. HAYES

Name (printed or typed)

10849 GLENEAGLES ROAD

Address

BOYNTON BEACH, FL 33436

City, State, & Zip

(561) 737-4730

Telephone Number

Note: Please provide the original and one copy of the Articles.

FILED
97 OCT -6 AM 9:58
TALLAHASSEE, FLORIDA
STATE

mc 10/7/97

ARTICLES OF INCORPORATION

OF

CELLCOUNT, INC.

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

ARTICLE I NAME

The name of the corporation shall be: CELLCOUNT, INC.

FILED
97 OCT -6 AM 9:58
TALLAHASSEE, FLORIDA

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10849 GLENEAGLES ROAD
BOYNTON BEACH, FL 33436

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

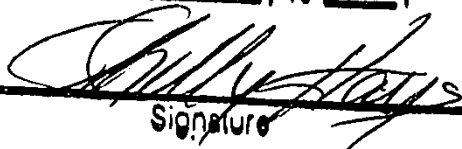
HENRY DEAN, CPA
ONE SOUTH OCEAN BLVD.
SUITE 210
BOCA RATON, FL 33432

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

SHELBY G. HAYES
10849 GLENEAGLES ROAD
BOYNTON BEACH, FL 33436

The undersigned Incorporator(s) has(have) executed these Articles of Incorporation on the
12th day of SEPTEMBER, 19 97.


Signature

Signature

Signature

Articles of Incorporation
Filing Fee - \$35

- 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.

1. The name of the corporation is: CELLCOUNT, INC.

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

HENRY DEAN, CPA

(NAME)

ONE SOUTH OCEAN BOULEVARD SUITE 210

(P.O. BOX NOT ACCEPTABLE)

BOCA RATON, FL 33432

(CITY/STATE/ZIP)

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

Henry Dean, CPA

DATE

9/12/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -6 AM 9:59

FILED

REGISTERED AGENT FILING FEE: \$35.00