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FILED
SECRETARY OF CORPORATIONS
98 JAN 29 AM 8:06

David B. Etherington

Brenda Chambliss

January 26, 1998

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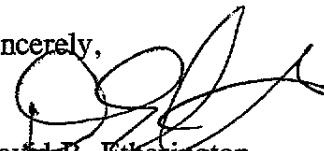
Division of Corporations
P.O. Box 6329
Tallahassee, FL 32314

Dear Sirs/Ladies:

Enclosed are two copies of the Articles of Incorporation, one for filing and one to be stamped with the filing date and returned to this office. Enclosed is a check for \$70.00 for the filing fees and the Registered Agent Designation.

Please address all correspondence to the above named office.

Sincerely,



David B. Etherington
For the Firm.

Enclosures
DBE/vl

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ARTICLES OF INCORPORATION

OF

The Cell Shop, Inc.

ARTICLE I. NAME

The Name of the Corporation shall be The Cell Shop, Inc.. The name of the Corporation may be amended from time to time as provided for in the By-Laws of the Corporation.

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual, unless sooner dissolved as provided for in the By-Laws of the Corporation. Corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE III. PURPOSE

The general purposes for which this Corporation is initially authorized shall include: the transaction of any or all lawful business for which a corporation may be incorporated under Florida Statutes, Chapter 607.

ARTICLE IV. SHARES

All initially issued shares of stock of the Corporation shall be common voting stock. The aggregate number of share of stock which the Corporation shall have the authority to issue shall be 1,000 shares each having a par value of \$.01.

ARTICLE V. PRE-EMPTIVE RIGHTS

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The shareholders of the Corporation shall have pre-emptive rights in purchasing additional shares of stock of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE/PRINCIPLE PLACE OF BUSINESS

The street address of the initial registered office and principle place of business of the Corporation shall be 1845 NE 7Th Terrace
Gainesville, FL 32609

The initial Resident Agent of the Corporation shall be:

Troy Peter,

with street address of:

1845 NE 7Th Terrace, Gainesville, FL 32609

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors of the Corporation shall at all times contain not less than one (1) and not more than five (5) members. The current members of the Board of Directors are:

- (1) Troy Peter
- (2) Michael Carrigan

ARTICLE VIII. POWERS OF THE BOARD OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make or alter the by-laws of the corporation.

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To fix the amount to be reserved as working capital over and above its capital stock paid in.

To authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time to determine whether and to what extent, and at what time and places, and under what consideration and regulations, the accounts and books of this corporation (other than stock books), or any of them, shall be open to inspection by the stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of the stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its goodwill and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interest of the corporation.

This corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conveyed upon them by statute.

ARTICLE IX. AMENDMENTS

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These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. INCORPORATORS

The Incorporator of this Corporation is:

Troy Peter
1845 NE 7Th Terrace, Gainesville, FL 32609

ARTICLE XI. OFFICERS

The original officers of this Corporation are:

President	Troy Peter
Vice President	Michael Carrigan
Secretary	Michael Carrigan
Treasurer	Troy Peter


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, dated this ____ day of January, 1998.



Troy Peter, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 27 day of January, 1998, by **Troy Peter** who has produced a Florida drivers license as identification and did take an oath.



Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
DONNA LEA HAWLEY
COMMISSION # CC660845
EXPIRES 7/1/2001
BONDED THRU ASA 1-888-NOTARY1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 AM 8:06

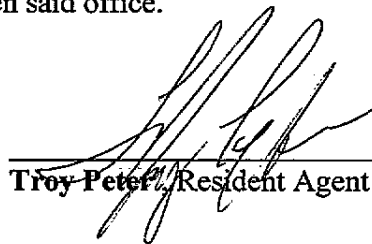
**CERTIFICATE FOR DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said act:

That **The Cell Shop, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named **Troy Peter**, 1845 NE 7Th Terrace, Gainesville, FL 32609, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.

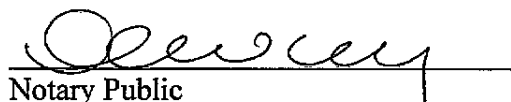


Troy Peter, Resident Agent

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 27 day of January, 1998, by **Troy Peter**, who has produced a Florida as identification and did take an oath.

NOTARY PUBLIC - STATE OF FLORIDA
DONNA LEA HAWLEY
COMMISSION # CC660845
EXPIRES 7/1/2001
BONDED THRU ASA 1-888-NOTARY1



Notary Public