

P98000014809
Date *2-10-98*

SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 13 AM 8:28

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

EFFECTIVE DATE
2-10-98

Re *CELLULAND*, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$*125.00*

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

J. M. Flynn

000002429990--1
-02/13/98-01038-001
***125.00 ***125.00

SAMIE FLYNN
(individual's name)

CELLULAND, INC
(name of corporation)

MAILING ADDRESS OF CORPORATION		
<i>2500 HOLLYWOOD BLVD</i>		
<i>STE 406</i>		
<i>HOLLYWOOD FL 33020</i>		
PHONE		
<i>(954)</i>	<i>925-4060</i>	
Area Code	Number	Ext.

EFFECTIVE DATE
2-10-98

**ARTICLES OF INCORPORATION
OF
CELLULAND INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 13 PM 6:28

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is CELLULAND INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue five hundred shares of \$1. par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these articles. in the event that these articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these article are filed with the Department of State. This corporation shall have perpetual existence.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated share thereof (as neatly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2500 HOLLYWOOD BLVD STE 406, HOLLYWOOD, FL 33020 and the name of the initial registered agent of the corporation is JAMIE FLYNN whose address is 2500 HOLLYWOOD BLVD STE 406, HOLLYWOOD, FL 33020.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is JAMIE FLYNN, 2500 HOLLYWOOD BLVD STE 406, HOLLYWOOD, FL 33020.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is: JAMIE FLYNN, 2500 HOLLYWOOD BLVD STE 406, HOLLYWOOD, FL 33020.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of

this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10TH day of FEBRUARY, 1998.



SUBSCRIBER JAMIE FLYNN

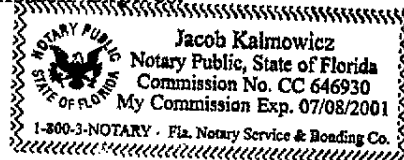
STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgement in the State and County set forth above, personally appeared JAMIE FLYNN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10TH day of FEBRUARY, 1998.

NOTARY PUBLIC, State of Florida

My Commission Expires: _____



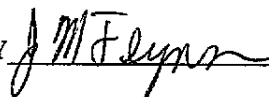
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

**In pursuance of chapter 48.091, Florida Statutes, The
following is submitted, in compliance with said act:**

**First--that CELLULAND INC. desiring to organized under
the laws of the State of Florida with its principal office, as
indicated in the articles of incorporation at 2500 HOLLYWOOD BLVD
STE 406, CITY OF HOLLYWOOD, County of BROWARD, State of FLORIDA
has named JAMIE FLYNN located at 2500 HOLLYWOOD BLVD STE 406,
City of HOLLYWOOD, County of BROWARD, State of FLORIDA, as its
agent to accept service of process within this State.**

ACKNOWLEDGEMENT

**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.**

BY 
(Resident Agent)

JAMIE FLYNN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 13 AM 8:28