

*200002574482-0*

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

200002574482-0

-06/29/98-01042-009

\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. COMPUCELL DISTRIBUTORS USA, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED  
98 JUN 29 AM 11:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
FILED  
12:59 PM

*6/29*

Examiner's Initials

Articles of Incorporation  
of  
Compucell Distributors USA, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 29 PM 12:59

FILED

ARTICLE I-NAME

The name of the corporation is Compucell Distributors USA, Inc.

ARTICLE II-DURATION

The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of one (\$1.00) Dollar par value common stock, which shall be designated "Common Stock".

ARTICLE V-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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED  
OFFICE AND AGENT

The address of the initial registered office of this corporation is 168 SE 1st Street, Suite 1006, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Monica Maravalhas de Almeida.

ARTICLE VII-INITIAL BOARD OF  
DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Monica Maravalhas de Almeida  
168 SE 1st Street, Suite 1006  
Miami, FL 33131

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX-INCORPORATOR

The name and address of the person signing these articles is:

Monica Maravalhas de Almeida  
168 SE 1st Street, Suite 1006  
Miami, FL 33131

ARTICLE X-MAILING AND  
BUSINESS ADDRESS

The mailing and business address of this corporation is: 168 SE 1st Street, Suite 1006, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned subscriber have executed these articles of incorporation this 25th day of June, 1998.

  
Incorporator

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

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

Compucell Distributors USA, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the city of Miami, County of Dade, State of Florida, has named Monica Maravalhas de Almeida County of Dade, State of Florida, has named Monica Maravalhas

ACKNOWLEDGMENT

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

Dated this 25th day of June, 1998.

  
RESIDENT AND REGISTERED  
AGENT.

FILED  
98 JUN 29 PM 12:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA