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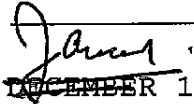
Mailing Address:

934 N. University Drive. Suite 210
Coral Springs, Florida 33071

ARTHUR N. RAZOR, ESQ

Telephone 954- 772-0706

Fax 954-753-0463



DECEMBER 13, 1998

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

000002749240--4

-01/21/99--01040--001

*****70.00 *****70.00

Re: CELLME INTERNATIONAL, INC.

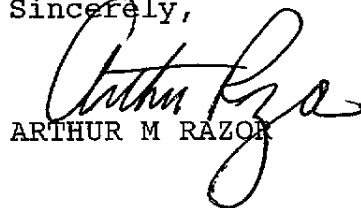
To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, as referred above, together with a check for \$70.00.

This represents the cost of the Filing Fees, Articles of Incorporation and fee for registered Agent Designation.

Please stamp the extra copy and return at your earliest convenience.

Sincerely,



ARTHUR M RAZOR

Enclosure

FILED
99 JAN 21 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
1-26-99
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ARTICLES OF INCORPORATION
of
CELLME INTERNATIONAL, INC.

FILED
99 JAN 21 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation :CELLME INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED(500) shares of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

ARTHUR N. RAZOR
934 N. UNIVERSITY DRIVE
SUITE 210
CORAL SPRINGS, FLORIDA 33071

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation is as follows:

JOHN W. SPADE
6278 N. FEDERAL HWY
SUITE 223
FT. LAUDERDALE, FLORIDA 33308

ARTICLE VII - OFFICERS

The following individuals shall hold office for the Corporation as designated below:

JOHN W. SPADE PRESIDENT

KENNETH AHLBERG VICE PRESIDENT

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

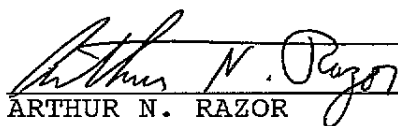
ARTHUR N. RAZOR
934 N. UNIVERSITY DRIVE
SUITE 210
CORAL GABLES, FLORIDA 33071

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

6278 N. FEDERAL HWY
SUITE 223
FT. LAUDERDALE, FLORIDA 33308

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11TH day of DECEMBER, 1998.


ARTHUR N. RAZOR

STATE OF FLORIDA)

COUNTY OF DADE)

SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

ARTHUR N. RAZOR
known to me and has provided the following identification

FLORIDA DRIVER'S LICENSE - NO: R-260-054-50-467-U
(type of identification)

and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11TH day of DECEMBER 1998.

My Commission expires:

July 29, 2000



Cynthia I. Zapata
(Notary Public)

Cynthia I. Zapata
(Printed Name of Notary)

CERTIFICATE OF REGISTERED AGENT

of

CELLME INTERNATIONAL, INC.

FILED
99 JAN 21 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

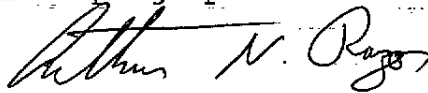
Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

934 N. UNIVERSITY DRIVE
SUITE 210
CORAL SPRINGS, FLORIDA 33071

has named ARTHUR N. RAZOR located at the aforesaid address, as Registered Agent to accept service of process within this state.

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 provisions of Florida Law in keeping open said office.



ARTHUR N. RAZOR
(registered agent)

The name and address of the Initial Registered Agent of this Corporation is:

ARTHUR N. RAZOR
934 N. UNIVERSITY DRIVE
SUITE 210
CORAL SPRINGS, FLORIDA 33071

Date: DECEMBER 11, 1998