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Patent #5,656,574

CERTIFICATE OF THE INCORPORATION OF A COMPANY

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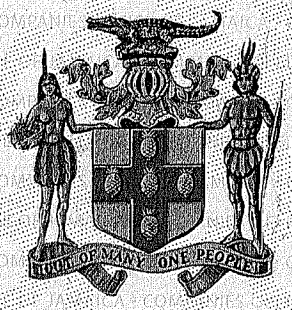

I hereby certify that

BIOREGENERATION - INTEGRATED MEDICAL CENTRE CO. LIMITED

was Incorporated under the

Companies Act as a Limited Company

On The

TWENTY-EIGHTH day of SEPTEMBER Two Thousand And Ten

Given under my hand at St. Andrew this

FOURTH day of OCTOBER Two Thousand And Ten

COMPANIES OFFICE OF JAMAICA
Protection, Freedom, Commerce

/s/ M. CUNNINGHAM
for Registrar of Companies

for Registrar of Companies

No. of Company **80,873**
Certified to be a true copy
of Certificate of Incorporation
July 18, 2012

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$800
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FORM 1A
INSTRUCTIONS ON REVERSE

JAMAICA

THE COMPANIES ACT
ARTICLES OF INCORPORATION

COMPANY LIMITED BY SHARES
(Pursuant to sections 8 & 25)

1. NAME OF COMPANY: Bioregeneration - Integrated Medical Centre Co. ~~Ltd.~~ Limited

1A. COMPANY FAX NUMBER: 631-4648

1B. TYPE OF COMPANY: PRIVATE [✓] PUBLIC [ ]

1C. IF THE COMPANY IS A PRIVATE COMPANY THE FOLLOWING APPLY:

(i) THE RIGHT TO TRANSFER SHARES IS RESTRICTED IN THE MANNER HEREINAFTER PRESCRIBED;

(ii) SUBJECT TO SECTION 25 (1) (b) OF THE ACT, THE NUMBER OF MEMBERS OF THE COMPANY (EXCLUSIVE OF PERSONS WHO ARE IN THE EMPLOYMENT OF THE COMPANY AND PERSONS WHO HAVING BEEN FORMERLY IN THE EMPLOYMENT OF THE COMPANY WERE IN SUCH EMPLOYMENT AND HAVE CONTINUED AFTER THE DETERMINATION OF SUCH EMPLOYMENT TO BE MEMBERS OF THE COMPANY) IS LIMITED TO TWENTY:

PROVIDED THAT WHERE TWO OR MORE PERSONS HOLD ONE OR MORE SHARES IN THE COMPANY JOINTLY THEY SHALL FOR THE PURPOSE OF THIS REGULATION BE TREATED AS A SINGLE MEMBER;

(iii) ANY INVITATION TO THE PUBLIC TO SUBSCRIBE FOR ANY SHARES OR DEBENTURES OF THE COMPANY IS PROHIBITED;

(iv) ANY INVITATION TO THE PUBLIC TO DEPOSIT MONEY FOR FIXED PERIODS OR PAYABLE ON CALL WHETHER BEARING OR NOT BEARING INTEREST IS PROHIBITED;

(v) SUBJECT TO THE EXCEPTIONS PROVIDED FOR IN THE TWELTH SCHEDULE TO THE ACT, ANY PERSON OTHER THAN A SHARE HOLDER IS PROHIBITED FROM HAVING ANY INTEREST IN ANY OF THE COMPANY'S SHARES; AND

(vi) THE COMPANY SHALL NOT HAVE THE POWER TO ISSUE WARRANTS TO BEARERS.

1D. IF A PUBLIC COMPANY STATE THE VALUE OF THE ALLOTTED SHARE CAPITAL: N/A

2. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

3. CORE BUSINESS OF THE OF COMPANY

Medical Practice, Naturalist/Homeopathic medicine

4. THE CLASSES OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

Ordinary

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4A. THE MAXIMUM NUMBER OF SHARES, IF ANY THAT THE COMPANY IS AUTHORIZED TO ISSUE

100,000

5. RESTRICTIONS, IF ANY, ON SHARE TRANSFERS

n/a

6. MINIMUM NUMBER OF DIRECTORS

One

OR

6A. MAXIMUM NUMBER OF DIRECTORS

No maximum

6B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
Janice Karema Simmonds-Fisher	Lot 9 Fort George Crescent, Stony Hill, Kingston 9	Medical Practitioner	283-8934

6C. NAME OF FIRST COMPANY SECRETARY

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #
Kirkpatrick Fitzgerald Fisher	Lot 9 Fort George Crescent, Stony Hill, Kingston 9	It Administrator	441-7880

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7. RESTRICTIONS, IF ANY, ON THE BUSINESS THE COMPANY MAY CARRY ON

N/A

7A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE

N/A

8. THE FOLLOWING ARTICLES FROM TABLE A SHALL APPLY WITHOUT VARIATION

7-84; 86-142

8A. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY

Article 85 as set out in Schedule One; Articles 143-149 as set out in Schedule Two

9. HAS THERE BEEN AN ALLOTMENT OF SHARES FOR CONSIDERATION OTHER THAN CASH PURSUANT TO A PREINCORPORATION CONTRACT?

☐ YES ☑ NO

9A. THE NATURE AND VALUE OF THIS CONSIDERATION IS SET OUT BELOW:

N/A

10. LIABILITY OF THE MEMBERS IS LIMITED

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11. SUBSCRIBERS AND WITNESSES

SUBSCRIBER	SUBSCRIBER	SUBSCRIBER
Janice Karema Simmonds-Fisher		
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
Lot 9 Fort George Crescent		
ADDRESS	ADDRESS	ADDRESS
Stony Hill, Kingston 9		
ADDRESS	ADDRESS	ADDRESS
Medical Practitioner		
OCCUPATION	OCCUPATION	OCCUPATION
50,000		
NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN
283-8934		
CONTACT #	CONTACT #	CONTACT #
23.9.2010		
DATE	DATE	DATE
WITNESS	**WITNESS**	**WITNESS**
L. Camille Shields		
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
Suite 6, The Ashlar, 71 Manchester Rd		
ADDRESS	ADDRESS	ADDRESS
Mandeville, Manchester		
ADDRESS	ADDRESS	ADDRESS
961-8393; 962-8103		
CONTACT #	CONTACT #	CONTACT #
23.9.2010		
DATE	DATE	DATE

12.

DATE	PRINTED NAME	SIGNATURE	CONTACT #
23/9/2010	Janice Karema Simmonds-Fisher		283-8934

CAPACITY:

- [✓] DIRECTOR
- [ ] SECRETARY
- [ ] AUTHORIZED OFFICIAL

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SCHEDULE 1

ARTICLE 85

"The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party."

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SCHEDULE II

ARTICLE 143

"Subject to the provisions of sections 56, 57 and 58 of the Act, a Company may issue shares which by the terms of the issue will be redeemed or at the option of the Company, may be redeemed."

ARTICLE 144

"Subject to the provisions of section 58 of the Act, a Company may purchase or otherwise acquire shares issued by it."

ARTICLE 145

"Subject to section 59 of the Act, the Company may acquire its own shares of any class to:

(a) settle or compromise a debt or claim asserted by or against the company

(b) eliminate fractional shares

(c) fulfil the terms of a non-assignable agreement under which the company has an option or is obliged to purchase shares owned by an officer or an employee of the company."

ARTICLE 146

"No share or class of shares may be issued unless the shares have first been offered to the shareholders of the company holding shares of that class."

ARTICLE 147

"Subject to section 71 of the Act, the company may by special resolution:

(a) extinguish or reduce a liability in respect of an amount unpaid on any shares;

(b) reduce its stated capital by an amount that is not represented by realizable assets; or

(c) return to its shareholders any of its assets which are in excess of the wants of the company."

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ARTICLE 148

"Subject to section 184 of the Act, the company may give financial assistance by means of a loan, guarantee or otherwise:

(a) to a shareholder, director, officer or employee of the company or affiliated company, or to an associate of any such person for any purpose; or

(b) to any person for the purpose of, or in connection with, a purchase of a share issued or to be issued by the company with which it is affiliated."

ARTICLE 149

"Subject to section 201 of the Act, the company may pursuant to section 201 indemnify:

(a) a director or officer of the company or any person employed by the company as an auditor;

(b) a former director, officer or auditor of the company; or

(c) a person who acts or has acted at the company's request as a director or officer of a body corporate of which the company is or was a shareholder or creditor, and his legal representatives, against all costs, charges and expenses reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being, or having been, a director or officer of that company or body corporate, or any person employed by a company or body corporate as an auditor."

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Freedom

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