

Issued at  
\$.05 (5 cents)  
per share

Common Stock Issue: 1aa

# STOCK CERTIFICATE



Incorporated under the laws of the State of Georgia

Secretary of State Control No. 14071989

Common Stock  
(Publicly Offered)

number of shares = investment amount / \$.05

csi-1aa: \_\_\_\_\_  
Certificate Number (Issued by Company)

Name of Shareholder \_\_\_\_\_

Account Number \_\_\_\_\_

Investment Amount (-\$10 if less than \$100) \$ \_\_\_\_\_ dollars & \_\_\_\_\_ cents.

Investment Instrument \_\_\_\_\_ Transaction # \_\_\_\_\_ instrument date \_\_\_\_\_ This is investment # \_\_\_\_\_ of \_\_\_\_\_

investment mail date \_\_\_\_\_ mail serial code \_\_\_\_\_ other info \_\_\_\_\_

Investor Contact Info: mailing address (opt.) \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

phone 1 \_\_\_\_\_ phone 2 (opt.) \_\_\_\_\_ email: \_\_\_\_\_

Person, Trust or Company name that shares are purchased for (opt.) \_\_\_\_\_

By signing below the Purchaser of these shares of Fluxcell, Inc. certifies that their or the above designated entity's primary residence/registration is in the state of Georgia, United States of America.

Investor Full Name \_\_\_\_\_

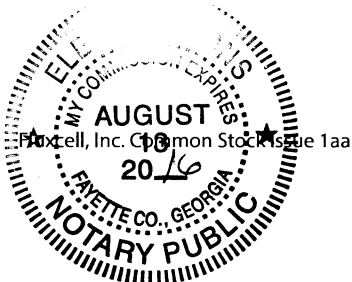
Signature \_\_\_\_\_

date \_\_\_\_\_

Before submitting your investment, please make a copy of this certificate and your financial instrument (if applicable) for your records. Remit the original signed certificate and the payment instrument.  
(Certified) Mail to: Fluxcell, Inc. P.O. Box 10732 Atlanta GA 30310. Make Payment to: Fluxcell, Inc. For: Fluxcell, Inc. - common stock issue 1aa.

Fluxcell, Inc. (Company). The Authorized Issued Stock of this Publicly Offered Common Stock shall not exceed 100,000,000 (one hundred million) shares. The issuing share price from the Company of \$.05 shall be fixed for all future stock issues within said quantity limit until a new stock certificate is issued within said quantity limit. A change in purchase share price applies to all investments made after the issue date of each subsequent certificate. No public stock shall be issued by Company for less than \$.05 per share. A \$10 transaction fee shall be deducted prior to investment for each transaction of less than \$100. Company may limit stock quantity purchases per purchaser and/or transaction and any overpayment difference beyond any limit will be mailed/returned within 30 days of purchase transaction deposit clearance or be automatically accepted by Company. All aggregate transactions per Investor of \$10,000 and less will be automatically accepted if within the total issued limit. (Aggregate) Investments exceeding \$10,000 will be accepted before said 30 day period upon documented acceptance by Company prior to such exceeding investment. The mail/transaction date of the payment locks in the investment queue date. Under no circumstances shall the aggregate amount of all purchased stock under this csi-1 lot exceed 10% of the authorized shares. Future changes in price/certificate shall be accompanied by a date stamp verification. Purchase availability of stock, purchase share price increase and certificate are listed at www.fluxcell.com. Communication will be via email from "@fluxcell.com". Online accounts. (csi-1aa = 1: issue lot, a: stock class, a: certificate/price.)

The nonassessable (non shareholder liability) common stock associated with this certificate and referenced in the original Articles of Incorporation filed with the Secretary of State on July 14, 2014 is considered fully paid, upon the referenced financial instrument and/or transaction amount being deposited by Company's authorized Officer and fully settled by Company's authorized financial institution. This certificate is valid when identified by such verifiable payment information and final acceptance. All shares are subject to existing articles of incorporation and any future amendments of such articles of incorporation, bylaws, business models and business plans of Company. Company's issued stock shall be listed in a public stock auction marketplace. Until Company is actively listed in said marketplace upon which Company shall make these shares trade-able for the benefit of and then immediately by the shareholder to hold and sell at their will, this stock is transferable only on the books (\$20 per book transfer) of the Company by purchaser or their authorized representative. Coalesce Point - Trust operates in connection with Fluxcell, Inc.



*Glenn Simmons*  
Authorized Notary

*8-21-14*  
date

*[Signature]*  
Chairman, Fluxcell, Inc.  
*8/21/2014*  
issue date

This stock is originally issued under the Invest Georgia Exemption. The stock of this offering is exempt from registration under the Federal Securities Act of 1933 and until registered (listed on a public market) any resales to non-Georgia residents may only occur 9 months after this offering's end.