

# P17000074858

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : Vcorp SERVICES, LLC  
Account Number : I20080000067  
Phone : (845)425-0077  
Fax Number : (845)818-3588

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**UCG, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

N. SAMS  
SEP 15 2017

**ARTICLES OF INCORPORATION  
OF UCG, INC.**

Pursuant to Section 607 of the Business Corporation Act of the State of Florida, the undersigned incorporator does hereby certify:

**ARTICLE I  
NAME**

The name of the Corporation is UCG, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

3000 Island Blvd #402, Aventura Florida 33160

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Million (1,000,000) shares, designated as Common Stock, \$0.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office and mailing address is: Vcorp Services, LLC. The name of the Corporation's registered agent at that office is 011 South State Road 7, Suite 106, Davie, FL 33314, Broward County.

**ARTICLE VIII  
AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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**ARTICLE IX  
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

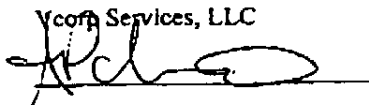
**ARTICLE X  
INDEMNIFICATION**

A. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), any person (a "Covered Person") who was or is a party or is threatened to be made a party to, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature (a "proceeding"), by reason of the fact that such Covered Person, or a person for whom he or she is the legal representative, is or was, at any time during which this Section A of Article Ten is in effect (whether or not such Covered Person continues to serve in such capacity at the time any indemnification or payment of expenses pursuant hereto is sought or at the time any proceeding relating thereto exists or is brought), a director or officer of the Corporation, or has or had agreed to become a director of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, employee benefit plan, trust, nonprofit entity or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, trustee, employee or agent or in any other capacity while serving as a director, officer, trustee, employee or agent, against all liability and loss suffered (including, without limitation, any judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) and expenses (including attorneys' fees), actually and reasonably incurred by such Covered Person in connection with such proceeding to the fullest extent permitted by law, and such indemnification shall continue as to a person who has ceased to be a director, officer, trustee, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided however, that, except as provided in Section B of this Article Ten, the Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Section A of Article Ten and such rights as may be conferred in the Bylaws of the Corporation shall include the right to be paid by the Corporation the expenses (including attorneys' fees) incurred by a Covered Person in defending any such proceeding in advance of its final disposition, in accordance with the Bylaws of the Corporation. The rights conferred upon Covered Persons in this Section A of Article Ten shall be contract rights that vest at the time of such person's service to or at the request of the Corporation and such rights shall continue as to a Covered Person who has ceased to be a director, officer, trustee, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators. The Corporation may, by action of the Board of Directors, provide indemnification to employees and agents of the Corporation with the same (or lesser) scope and effect as the foregoing indemnification of directors and officers.

B. If a claim for indemnification under Section A of this Article Ten is not paid in full within sixty (60) days after a written claim has been received by the Corporation, the Covered Person making such claim may at any time thereafter file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim.

C. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred any Covered Person by Section A of this Article Ten (i) shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of this Articles of Incorporation, the Bylaws, agreement, vote of stockholders or disinterested directors or otherwise and (ii) cannot be terminated by the Corporation, the Board of Directors or the stockholders of the Corporation with respect to a Covered Person's service occurring prior to the date of such termination.

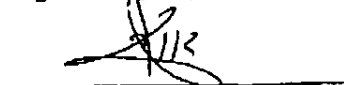
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Vcorp Services, LLC  


Date: 09/05/2017

Name: Anthony Palazzo, Secretary, Vcorp Services, LLC

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Date: Sept. 1, 2017

Name: Uri Tadelis  
Incorporator

Address: 22 Lawrence avenue  
Brooklyn NY 11219

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