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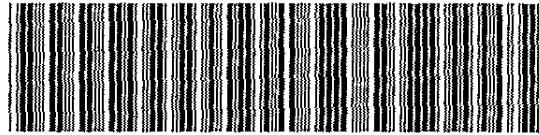
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit) SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, natural person of the age of eighteen (18) years or more, citizen of the United States, acting as incorporator of a corporation under the Florida Corporation Act, do hereby adopt the following articles of incorporation for such corporation.

### **ARTICLE I - NAME**

The name of the corporation shall be:

**Sicor, Inc.**

### **ARTICLE II - PRINCIPAL OFFICE**

The principal place of business/mailling address is:

**4134 Gulf of Mexico Dr Ste 211**

**Longboat Key FL 34228**

### **ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is:

To do all such things as may be necessary or desirable in carrying out the practice of realtor and any related things, which are permissible under the laws of the State of Florida.

The foregoing paragraph shall be construed as enumerating both objects and purposes of this Corporation, and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

### **ARTICLE IV - SHARES**

The number of shares of stock is:

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock each with a par value of One Dollar (\$1.00). Common shares and the holders thereof shall have cumulative voting rights, and each shareholder shall have pre-emptive rights to subscribe for or acquire any treasury shares or any additional share of any class of the corporation if such shares hereby or hereafter authorized or issued.

## **ARTICLE V - INITIAL DIRECTORS**

The name(s), address(es) and title(s):

- a) The number of directors constituting the initial Board of Directors is ONE and the name(s) and address(es) of those who are to serve as director(s) until the first annual meeting of the shareholders or until their successors are elected and succeed are/is:

**Joey Cormier**

**Longboat Key FL 34228 - DIRECTOR**

- b) The number of directors of the corporation set forth in (a) of the article shall constitute the authorized number of directors until changed by an amendment of a by-law duly enacted by the vote or written consent of the holders of a majority of the then outstanding shares of stock of the corporation.

## **ARTICLE VI - REGISTERED AGENT**

The name and Florida Street address of the registered agent is:

**Bob Parrish CPA**

**4134 Gulf of Mexico Dr Ste 211**

**Longboat Key FL 34228**

## **ARTICLE VII - INCORPORATOR**

The name and address of the Incorporator is

**Joey Cormier**

**4134 Gulf of Mexico Dr Ste 211**

**Longboat Key FL 34228**

## **Article VIII - Duration and Continuity**

### **1. Duration**

The duration of this Corporation shall be perpetual subject to the provisions of the laws of the State of Florida. No officer or director shall have the power to dissolve the Corporation by his or her independent act of any kind.

### **2. Continuity**

The Corporation shall not be terminated, dissolved, or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer, retirement, or expulsion of any one or more of the officers or directors.

## **Article IX – Conflict of Interests**

No contract or other transaction between the Corporation and any other Corporation, corporation, person or other entity and no other act of the Corporation with relation to any other Corporation, Corporation, entity or person shall in the absence of fraud, in any way be invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise hold interest(s) or indirect interest(s) in, or are directors or officers of such other entity. Any directors or officers of, such other entity may vote upon any contract or other transaction between the Corporation and any subsidiary of affiliated entity or other form of relationship. Any director of the Corporation individually, or any firm or Corporation of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact s/he individually or as a member of such firm or Corporation is such a party or so interested shall be disclosed or shall have been known to the

Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case described in this paragraph, any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction.

## Article XI – Indemnification

### 1

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which s/he not be a party, or in which s/he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not s/he is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. Article Seven of this document shall apply. Furthermore, if control of the corporation has changed, the new controlling party shall permit the controlling party at the time of the action, cause of action, or other issue – if the party herein named as the incorporator is the party involved to apply this section in his or her sole discretion. The foregoing exclusive of all other rights to which such directors, officer, or employee may be entitled.

### 2

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted by him and incurred by him in any such capacity, or arising from this status as such, whether or not the corporation would have power to indemnify him against such liability under the first part of this article.

### 3

Every director, officer, or employee of the corporation shall be reimbursed by the corporation against all expenses and liabilities, incurred by such person for the benefit of the corporation, used by the corporation, or for any expenses paid by such person OR for which any government agency, administrative function, judiciary or law enforcement function might disallow as deductible by the person, or if judged as taxable to the person the corporation shall be obligated to reimburse the person for all costs including costs of meeting demands or requests, litigation, accounting, tax preparation, etc.

4

In the event of a change in control,

the corporation shall establish an Escrow Reserve of \$2,000,000 as security for its obligations under the Indemnification Agreement and

all amounts owing both herein identified, and accrued or to be accrued on the books of the corporation maintained in conformance with acceptable accounting practices, to the original shareholder/incorporator are due immediately to the original shareholder/incorporator without demand, or the aforesaid's assigns or heirs and the subsequent party(ies) including limited liability organizations of any type, individuals, those making decisions to take control, including bankruptcy trustees, government(s), agents or representatives of governments, including administrative, legislative and judicial, non-limited liability entities, individuals or others taking such control assume, and guaranteed by the subsequent control, the party assumes this liability and guarantee(s) by retention of liquid funds to meet the obligation, nor shall cause the corporation or its successor to fail to meet this obligation payment as enumerated within this article before other liabilities or expenses regardless of priority or lien status. Cause or making decisions to lead to make the corporation fail to meet this obligation will make the person or entity responsible for meeting the obligations within this article.

5

In the event of any merger, consolidation or reorganization in which the corporation is not the surviving entity, or the original incorporator/shareholder herein, or sale of all or substantially all of the corporation's assets, the corporation shall ensure that the Indemnification Agreement is assumed by the surviving entity or otherwise provide for the satisfaction of its obligations thereunder; and

6

In the event of any liquidation, dissolution, or other "closing down" the original shareholder/incorporator shall be immediately paid all amounts

owing as enumerated within this article, and good business practice shall be followed to mitigate or reimburse the original shareholder/incorporator any action(s) against the original shareholder/incorporator.

7

If a subsequent controlling entity shall fail or cause the corporation failure to meet the annual filing requirements without reinstatement, then paragraph f and other applicable paragraphs of this article shall be followed.

8

If any paragraph of this article shall be nullified, such action shall not nullify any other part of this article or the incorporation charter or articles of incorporation.

## Article XII - Legality

If any phrase, clause, sentence, paragraph, or provision of these Articles of Association is void or illegal, it shall not impair or affect the balance of these Articles, and the undersigned original members of the Association do hereby declare that they would have signed and executed the balance of these Articles without such void or illegal provision.

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

Signature/Registered Agent Date

Bob Parnis CPA

Signature/Incorporator Date

[Signature]

10/31/07

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07 NOV - 1 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA