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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**ALAFIA HOLDINGS, INC.**

Certificate of Status	0
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T. Burch NOV 16 2009

**ARTICLES OF INCORPORATION  
OF  
ALAFIA HOLDINGS, INC.**

**Article I - NAME**

The name of the corporation is ALAFIA HOLDINGS, INC.

**Article II - DURATION**

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

**Article III - INITIAL REGISTERED OFFICE & AGENT**

The principle office, if known, or the mailing address of the corporation is:

**ALAFIA HOLDINGS, INC.  
11554 63<sup>RD</sup> AVENUE  
SEMINOLE, FL 33772**

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

**Michael Germino  
3515 Alt 19 N Ste B  
Palm Harbor, FL 34683**

**Article IV - PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the applicable laws of the State of Florida, the United States, or any other country, state, territory or nation.

**Article V - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **FIVE HUNDRED SHARES(500)** of common stock having **\$1.00 PAR VALUE**.

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## **Article VI - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **Article VII - OFFICERS AND DIRECTORS**

The corporation shall have ONE(1) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE(1).

The name and addresses of the initial director(s) are:

**SUSAN JOHNSTON, PRESIDENT, VICE PRESIDENT,  
SECRETARY, TREASURER  
11554 63<sup>RD</sup> AVE N  
SEMINOLE, FL 33772**

## **Article VIII- BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **Article IX - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporate Act.

**Article X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**Article XI - INCORPORATOR**

The name and address of the initial incorporator signing these Articles of Incorporation is:

SUE ANN JOHNSTON, PRESIDENT  
11554 63<sup>RD</sup> AVE N  
SEMINOLE, FL 33772

INCORPORATOR:

  
SUE ANN JOHNSTON

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**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**Certificate of Registered Agent**

**OF**

**ALAFIA HOLDINGS, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, 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:

3515 PALM HARBOR BLVD STE B  
PALM HARBOR, FL 34683

Has named **Michael Germino** at the aforesaid address, as its **Registered Agent**  
To accept service of process within the state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above stated  
Corporation at the place designated in this certificate, and being familiar with the  
Obligations of the position, I hereby accept to act in this capacity, and agree to comply  
With the provisions of Florida Law in keeping open said office.

  
Registered Agent