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

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3/3/2011 12:47:06 PM PAGE 1/005 Fax Server

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ARTICLES OF INCORPORATION  
OF  
APOLLIDON HOLDINGS, INC.

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**ARTICLE I  
NAME**

The name of this corporation is Apollidon Holdings, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation (the "Articles") with the Secretary of State of the State of Florida.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the following purposes.

A. To transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act (as the same exists or may hereafter be amended (the "FBCA").

B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the Corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in the Articles or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of objectives of the Corporation.

C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the 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 the Corporation otherwise permitted by law.

**ARTICLE IV  
POWERS**

The Corporation shall have all of the corporate powers enumerated in the FBCA.

**ARTICLE V  
CAPITAL STOCK**

The Corporation is authorized to issue 5,000,000 shares of common stock, \$0.001 par value per share, all of which shall be designated as "Common Stock."

**ARTICLE VI  
ADDRESS OF INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is: 3689 Tampa Road, Suite 300, Oldsmar, Florida 34677, and the mailing address is the same.

**ARTICLE VII  
REGISTERED AGENT**

The street address of the Corporation's initial registered agent's office is 3689 Tampa Road, Suite 300, Oldsmar, Florida 34677, and the name of the registered agent at such address is John Bverett.

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing the Articles as incorporator is:

W. Kenan Marcady, Jr.  
c/o Hutchison Law Group  
2000 Kraff Dr., Suite 2175  
Blacksburg, VA 24060

**ARTICLE IX  
OFFICERS**

The Board may provide for the election or appointment and prescribe the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the FBCA, the Articles and the Bylaws as the Board may deem advisable for the conduct and operation of the business of the Corporation.

**ARTICLE X  
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board, subject to the power of the shareholders of the Corporation to repeal, alter, or amend any of the Bylaws adopted by the Board. The shareholders of the Corporation reserve the power to adopt Bylaws and to prescribe in any Bylaws that such Bylaws shall not be altered, amended, or repealed by the Board.

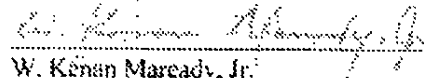
**ARTICLE XI  
MEETINGS**

Meetings of the shareholders of the Corporation and the Board, including the time, place and manner of calling such meetings, shall be fixed by the Bylaws.

**ARTICLE XII  
AMENDMENT**

The Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as the sole incorporator of the Corporation, has executed these Articles of Incorporation on March 3, 2011.

  
W. Kenan Maready, Jr.  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
John Everett, Registered Agent

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