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(Requestor's Name)

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☐ PICK-UP

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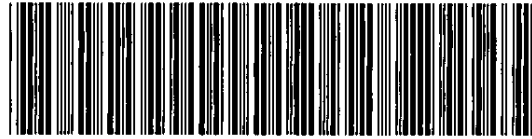
(Business Entity Name)

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B. KOHR

MAR 14 2011

EXAMINER

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

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DIVISION OF CORPORATIONS
11 MAR 14 PM 1:37

Account Number FCA000000017
Date: 3/14/11
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 513-3619 - direct
(850) 224-1585

Contact Name: Kim Pullen, CP, FRP

Corporation Name: Conversion:
CHS Resources, LLC → CHS Pharma, Inc.

Email Address:

Entity Number:

Authorization:

LPS 000015149

Kim Pullen

☒ Conversion
☐ Certified Copy
☐ New Filings
☐ Fictitious Name

☒ Plain Stamped Copy
☐ Amendments

☐ Certificate of Status
☐ Annual Report
☐ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

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Client: 02272 Matter: 53109

Name: S. Decram Office: WPRB

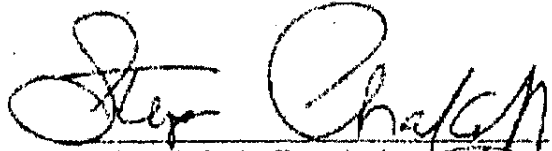
**Certificate of Conversion
for
CHS RESOURCES, LLC
into
CHS PHARMA INC.**

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DIVISION OF CORPORATIONS
11 MAR 14 PM 1:37

This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert CHS RESOURCES, LLC, a Florida limited liability company, into a newly-created Florida profit corporation named CHS PHARMA INC., in accordance with Section 607.115 of the Florida Statutes.

1. The name of the converting limited liability company is CHS RESOURCES, LLC. L 05 000 015 149
2. CHS RESOURCES, LLC was formed as a Florida limited liability company on February 14, 2005.
3. The name of the Florida profit corporation into which CHS RESOURCES, LLC is being converted is CHS PHARMA INC., as reflected on the attached Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion this 11th day of March, 2011.


Stephen H. Chakoff, Managing Member

Signed this 14 day of March, 2011.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officer have not been selected, an Incorporator:


STEPHEN H. CHAKOFF, Director

Required Signature on behalf of LLC:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officer have not been selected, an Incorporator:


STEPHEN H. CHAKOFF, Managing Member

**ARTICLES OF INCORPORATION
OF
CHS PHARMA INC.**

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 MAR 14 PM 1:37

The undersigned, for the purposes of incorporating and organizing a corporation under the Florida Business Corporation Act, does hereby execute these Articles of Incorporation and does hereby certify as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is CHS Pharma Inc. The principal place of business is 500 Maplewood Drive, Suite 5A, Jupiter, Florida 33458.

SECOND: The address of the registered office of the Corporation in the State of Florida is 500 Maplewood Drive, Suite 5A, Jupiter, Palm Beach County, Florida 33458 and the name of the registered agent of the Corporation in the State of Florida at such address is Stephen H. Chakoff.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The Corporation is authorized to issue twenty million (20,000,000) shares of capital stock in two (2) classes to be designated as Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock which the Corporation shall have authority to issue is two million (2,000,000). The total number of shares of Common Stock which the Corporation shall have authority to issue is eighteen million (18,000,000). The Preferred Stock and the Common Stock shall have a par value of \$0.01 per share.

The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of the Preferred Stock in a single or multiple series, and to fix the number of shares and to determine or alter, for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in resolutions adopted by the Board of Directors providing for the issuance of such shares (a "Preferred Stock Designation") and as may be permitted by the Florida Business Corporation Act. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

FIFTH: The Corporation shall continue in existence perpetually.

SIXTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of shareholders may be held within or outside the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as might be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: The Corporation has two directors initially. The names and addresses of the initial directors are: Stephen H. Chakoff, 500 Maplewood Drive, Jupiter, Florida 33458 and Elliot F. Hahn, 500 Maplewood Drive, Jupiter, Florida 33458.

EIGHTH: A director of the Corporation shall, to the full extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise prior to such amendment, repeal or adoption of an inconsistent provision.

NINTH: The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The incorporator of the Corporation is Mark H. Mirkin, Esq., whose mailing address is c/o Carlton Fields, P.A., CityPlace Tower, 525 Okeechobee Boulevard, Suite 1200, West Palm Beach, Florida 33401.

I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do execute these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 11th day of March, 2011.



Mark H. Mirkin, Esq., Incorporator
Florida Bar No. 464694

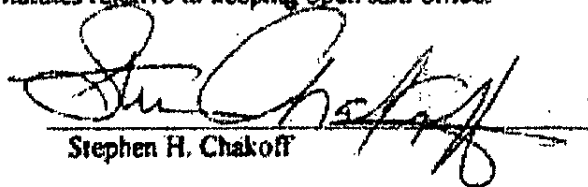
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

CHS Pharma Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 500 Maplewood Drive, Jupiter, Palm Beach County, Florida 33458, has named Stephen H. Chakoff as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and to comply with the provisions of Chapter 48.091 of the Florida Statutes relative to keeping open said office.


Stephen H. Chakoff