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ATTORNEYS AT LAW

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March 14, 2011

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

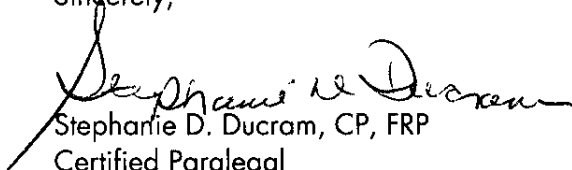
Re: Corporate Filing
Our File No. 02301-53204

Dear Sir/Madam:

Enclosed for filing find Articles of Incorporation together with check in the amount of \$70.00, made payable to Florida Department of State, representing filing fees.

Please forward evidencing of filing to Mark Mirkin via regular mail or via email. Mr. Mirkin's email address is mmirkin@carltonfields.com.

Sincerely,


Stephanie D. Ducram, CP, FRP
Certified Paralegal

SDD/sdd
Enclosure

HUMPHREY REGULATORY CONSULTING, LLC
601 Brickell Key Drive
Miami, Florida 33131

March 11, 2011

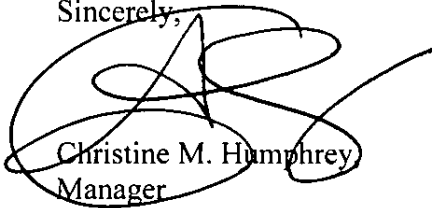
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Incorporation of Humphrey Regulatory Consulting Inc.

Dear Sir/Madam:

Please be advised that the sole manager and member of Humphrey Regulatory Consulting, LLC (L10000041877) hereby consents to the incorporation of Humphrey Regulatory Consulting Inc. as a Florida corporation, and thus approval is hereby given by Humphrey Regulatory Consulting, LLC for incorporation of Humphrey Regulatory Consulting, Inc. using the same name besides the suffix.

Sincerely,



Christine M. Humphrey
Manager

ARTICLES OF INCORPORATION
OF
HUMPHREY REGULATORY CONSULTING INC.

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 HUMPHREY REGULATORY CONSULTING INC. The principal place of business is 601 Brickell Key Drive, Miami, Florida 33131.

SECOND: The address of the registered office of the Corporation in the State of Florida is 601 Brickell Key Drive, Miami, Dade County, Florida 33131 and the name of the registered agent of the Corporation in the State of Florida at such address is Christine M. Humphrey.

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 one million (1,000,000) shares of common stock with a par value of \$0.01 per share.

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.

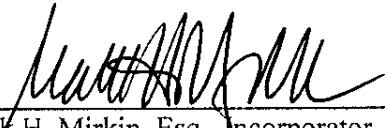
SEVENTH: The Corporation shall have one (1) director initially. The name and address of the initial director are Christine M. Humphrey, 601 Brickell Key Drive, Miami, Florida 33131.

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., 525 Okeechobee Boulevard #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

11 MAR 15 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
11/10/11

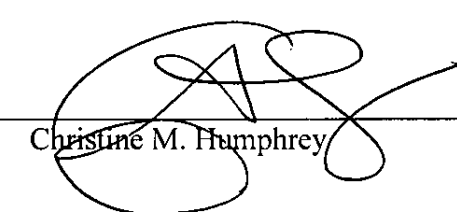
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

HUMPHREY REGULATORY CONSULTING INC., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 601 Brickell Key Drive, Miami, Dade County, Florida 33131, has named Christine M. Humphrey 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.


Christine M. Humphrey

11 MAR 15 PM 2:50
CERTIFIED BY
TALLAHASSEE COUNTY
CLERK

11 MAR 15 PM 2:50
CERTIFIED BY
TALLAHASSEE COUNTY
CLERK