

P11000016545

Division of Corporations

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Account Number : 120070000142  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
AMERICAN BRAND ENTERPRISES CORPORATION

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ARTICLES OF INCORPORATION

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OF

AMERICAN BRAND ENTERPRISES CORPORATION

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

AMERICAN BRAND ENTERPRISES CORPORATION

(the "Corporation"), and its initial address shall be:

4365 Island Reef Drive  
Wellington, Florida 33449

ARTICLE II

PURPOSE

The Corporation may engage in any activity or business permitted by the laws of the State of Florida.

ARTICLE III

AUTHORIZED CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Per Value Per Share</u>	<u>Class Of Stock</u>
10,000,000	\$ .001	Common

The consideration for all of the above stock shall be payable in cash, property (real or personal), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

CORPORATE DURATION AND COMMENCEMENT OF EXISTENCE

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation shall be at:

258 Southhall Lane, Suite 420  
Maitland, Florida 32751

with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

K. MICHAEL SWANN

ARTICLE VI

NUMBER OF DIRECTORS

This Corporation shall have at least one (1) director, with the exact number to be specified, from time to time, by the shareholders unless the shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the shareholders.

ARTICLE VII

NAME AND ADDRESS OF INITIAL DIRECTORS

The name and address of the initial Directors of the Corporation, who shall hold office the first year or until their successor is duly elected and qualified shall be:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Edward Sullivan	Director	4365 Island Reef Drive Wellington, FL 33449
Anthony Ippolito	Director	10731 Lemay Drive Clermont, FL 34711
William Bradham	Director	1107 Four Oaks Avenue South Pasadena, CA 91030

**ARTICLE VIII****NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator is:

K. MICHAEL SWANN  
258 Southhall Lane, Suite 420  
Maitland, Florida 32789

**ARTICLE IX****LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE X****INDEMNIFICATION OF OFFICERS AND DIRECTORS**

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either existing now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22<sup>nd</sup> day of July, 2011.

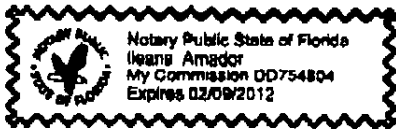
  
K. MICHAEL SWANN  
Incorporator


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STATE OF FLORIDA                    )  
  : ss  
COUNTY OF ORANGE                 )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of July, 2011, by K. MICHAEL SWANN, who is personally known to me and who did take an oath and executed the foregoing Articles of Incorporation for the purposes therein set forth.

My commissions expires:



  
NOTARY PUBLIC  
Name: Ileana Amador  
State of Florida at Large

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

In compliance with the laws of the State of Florida, the following is submitted:

First, that:

AMERICAN BRAND ENTERPRISES CORPORATION

desiring to organize under the laws of the State of Florida has named:

K. MICHAEL SWANN

of 258 Southhall Lane, Suite 420, Maitland, Florida 32751, County of Orange, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 22<sup>nd</sup> day of July, 2011.

  
K. MICHAEL SWANN  
Registered Agent

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