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FLORIDA PROFIT/NON PROFIT CORPORATION  
DARLEE CORP.

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ARTICLES OF INCORPORATION  
OF  
DARLEE CORP.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Darlee Corp.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue 100 shares of stock at \$5.00 per value, which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 3838 North Bayshore Drive, Miami, Florida 33137-3751

This document was prepared by:  
Samuel Spencer Blum, Esquire  
Suite 106  
2666 Tigertail Avenue  
Cocoanut Grove, Florida 33133  
(305) 854-3314  
Florida Bar No. 273430

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Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106 COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-1888 TELEFAX: (305) 854-3314  
E-MAIL: SAM@SPENCERBLUM.COM

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**ARTICLE VI**

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

**ARTICLE VII**

The corporation shall have three (3) director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial directors and officers of this corporation are:

Lee Brian Schrager, Dawn Bianca Weinberg and Arlene Chaplin.

**ARTICLE VIII**

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

**ARTICLE IX**

The name and address of the incorporator of this corporation is: Lee Brian Schrager, 3838 North Bayshore Drive, Miami, Florida 33137-3751.

**ARTICLE X**

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

This document was prepared by:  
Samuel Spencer Blum, Esquire  
Suite 106  
2666 Tigertail Avenue  
Coconut Grove, Florida 33133  
(305) 854-3314  
Florida Bar No. 273430

Page 2.  
Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106 COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-1825 TELEFAX: (305) 854-3314  
E-MAIL: [sblum@samblum.com](mailto:sblum@samblum.com)

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ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.


ARTICLE XII

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

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 13 day of OCT, 2011.

  
\_\_\_\_\_  
Lee Brian Schrager, Incorporator

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**Samuel Spencer Blum**

ATTORNEY AT LAW

2885 VIOLET AVENUE, SUITE 108 COCONUT GROVE, FLORIDA 33183 TELEPHONE: (305) 654-1505 TELEFAX: (305) 654-3314  
E-MAIL: [sam@samblum.com](mailto:sam@samblum.com)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Darlee Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami-Dade County, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.

  
Lee Brian Schreyer, Incorporator

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Samuel Spencer Blum

SSB/vcm  
October 12, 2011  
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Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106 COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 884-1111 TELEFAX (305) 884-3314  
EMAIL: ssb@samblum.com

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