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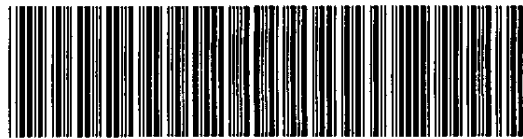
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HICKS, MOTTO & EHRLICH

Attorneys at Law

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Reply to: *Palm Beach Gardens*

November 15, 2011

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Kenneth E. Ehrlich⁺[^]

James H. Hicks^{*}

Michael A. Motto[°]

Phyllis L. Shuster⁺⁺

Mark H. Mirkin⁺⁺

Peter S. Van Keuren^{**}

Brett M. Steinberg

Re: Articles of Incorporation for The Herd Holding Co. Inc.

Ladies and Gentlemen:

Enclosed for filing please find an original and a duplicate of Articles of Incorporation for The Herd Holding Co. Inc. as well as a check payable to the Florida Department of State in the amount of \$70.00 for the filing fee. Please return a stamped copy of the filed Articles to the undersigned at the Palm Beach Gardens letterhead address for our records.

Thank you.

Very truly yours,

HICKS, MOTTO & EHRLICH, P.A.



Mark H. Mirkin

^{*} BOARD CERTIFIED
CIVIL TRIAL LAWYER

⁺ ALSO ADMITTED TO
GEORGIA BAR

[^] SUPREME COURT CERTIFIED
CIVIL MEDIATOR

[°] ALSO ADMITTED TO
NEW YORK & NEW JERSEY
BAR

⁺⁺ ALSO ADMITTED TO
ILLINOIS BAR

⁺⁺ ALSO ADMITTED TO
NORTH CAROLINA BAR

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ARTICLES OF INCORPORATION

of

THE HERD HOLDING CO. INC.

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

FIRST: The name of the corporation (hereinafter called the "Corporation") is The Herd Holding Co. Inc. The principal place of business is 6700 N.W. 77th Court, Miami, Dade County, Florida 33166.

SECOND: The address of the registered office of the Corporation in the State of Florida is 6700 N.W. 77th Court, Miami, Dade County, Florida 33166 and the name of the registered agent of the Corporation in the State of Florida at such address is Michael S. Frank.

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 to 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.

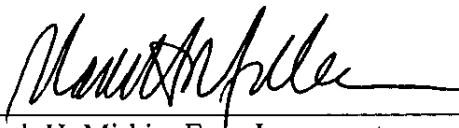
SEVENTH: The Corporation has two directors initially. The names and addresses of the initial directors are Michael S. Frank and Ana M. Frank, 6700 N.W. 77th Court, Miami, Dade County, Florida 33166.

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 Hicks, Motto & Ehrlich, P.A., 3399 PGA Blvd. #300, Palm Beach Gardens, Florida 33410.

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 15th day of November, 2011.



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

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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**

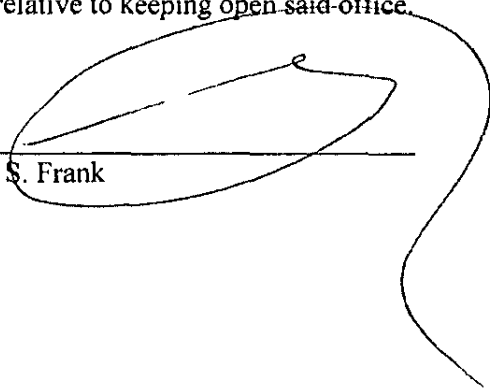
The following is submitted in accordance with the requirements of Chapter 48.091 of the Florida Statutes:

The Herd Holding Co. Inc., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation as 6700 N.W. 77th Court, Unit 100, Miami, Dade County, Florida 33166, has named Michael S. Frank 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.

Michael S. Frank



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ARTICLES OF INCORPORATION

of

THE HERD HOLDING CO. INC.

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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.

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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 Hicks, Motto & Ehrlich, P.A., 3399 PGA Blvd. #300, Palm Beach Gardens, Florida 33410.

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 15th day of November, 2011.


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

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