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**FLORIDA PROFIT/NON PROFIT CORPORATION
RAE HOLDINGS, INC.**

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ARTICLES OF INCORPORATION
OF
RAE HOLDINGS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND ADDRESS

The name of this corporation is RAE HOLDINGS, INC. The principal office and mailing address of the corporation is: 2840 West Bay Drive, #373, Belleair Bluffs, Florida 33770.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be \$0.01.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Michael T. Cronin.

ARTICLE V
INCORPORATOR

The name of the incorporator is Michael T. Cronin, whose address is 911 Chestnut Street, Clearwater, Florida 33756.

Prepared By:
Michael T. Cronin, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0469841

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation shall be one (1), and the name and address of the person sworn to serve as the Sole Director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Benjamin Fertic
2840 West Bay Drive, #373
Belcair Bluffs, Florida 33770


ARTICLE VII
INDEMNIFICATION

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

ARTICLE VIII
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of December, 2011.



Michael T. Cronin

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, RAE Holdings, Inc., desiring to organize under the laws of the State of Florida, hereby designates the undersigned, as its registered agent to accept service of process within the State of Florida.

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


Michael T. Cronin

#586821