

**Electronic Articles of Incorporation
For**

P12000005638
FILED
January 17, 2012
Sec. Of State
jshivers

PROOF, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PROOF, INC.

Article II

The principal place of business address:

253 NE 2ND ST
2503
MIAMI, FL. US 33132

The mailing address of the corporation is:

253 NE 2ND ST
2503
MIAMI, FL. US 33132

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

MARCEL SMITH
253 NE 2ND ST
2503
MIAMI, FL. 33132

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: MARCEL SMITH

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Article VI

The name and address of the incorporator is:

MARCEL SMITH
253 NE 2ND ST
2503
MIAMI, FL . 33132

Electronic Signature of Incorporator: MARCEL SMITH

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MARCEL SMITH
253 NE 2ND ST UNIT 2503
MIAMI, FL. 33132 US