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TALLAHASSEE, FLORIDA

2012

COVER LETTER

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SUBJECT: Incentivos, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: J. Matthew Flower c/o Taylor English Duma LLP
Name (Printed or typed)

1600 Parkwood Circle, Suite 400
Address

Atlanta, GA 30339
City, State & Zip

770-336-7240
Daytime Telephone number

mflower@taylorenghish.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INCENTIVOS, INC.**

(a Florida corporation)

The undersigned, being an individual, does hereby act as an incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE ONE

The name of the corporation shall be "**Incentivos, Inc.**" (the "**Corporation**").

ARTICLE TWO

The principal place of business and mailing address of the Corporation is: **7560 Commerce Court, Sarasota, FL 34243.**

ARTICLE THREE

The number of shares that the Corporation is authorized to issue is **One Thousand (1,000) shares**, all of which shall have a par value of **\$.01 per share**. All shares of the Corporation shall be of the same class and shall be common shares.

ARTICLE FOUR

The name and address of the initial registered agent of the Corporation in the State of Florida shall be **CT Corporation System, Attn: Kearney Terrell, 1200 South Pine Island Road, Plantation, Florida 33324.**

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE FIVE

The name and address of the incorporator to these Articles of Incorporation is: **J. Matthew Flower, 1600 Parkwood Circle, Suite 400, Atlanta, Georgia 30339.**

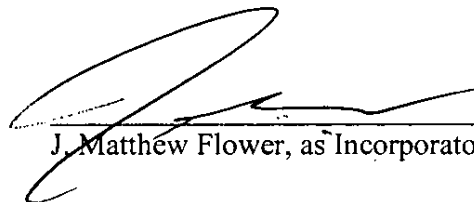
ARTICLE SIX

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all Persons whom it shall have power to indemnify under said provisions

from and against any and all expenses, liabilities or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of disinterested directors, or otherwise, both as to action in any official capacity and as to action in any other capacity while holding such office, and shall continue as to a Person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a Person. As used in these Articles of Incorporation, "Person" shall mean any individual, corporation, partnership, trust, limited liability company, joint venture, association, joint-stock company, trust, incorporated organization or other legal entity.

[Signature appears on the following page.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as the sole incorporator of the Corporation as of this 28th day of February, 2012.

A handwritten signature in black ink, appearing to read "J. Matthew Flower", is written over a horizontal line. The signature is stylized with a large loop at the beginning and a long horizontal stroke.

J. Matthew Flower, as Incorporator

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


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

INCENTIVOS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 7560 Commerce Court, Sarasota, Florida 34243, County of Manatee, has named CT Corporation System, located at 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT OF DESIGNATED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CT CORPORATION SYSTEM

By: 
Name: Ternell Kearney
Title: Ternell Kearney Asst. Secretary

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