

P12000026628

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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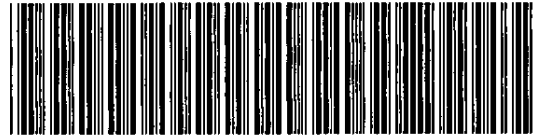
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12 MAR 16 AM 11:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRT  
3/19/12

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Nano Biomed, 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

☐ \$78.75 Filing Fee  
& Certified Copy  
☒ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Roger L. Fidler

Name (Printed or typed)

145 Highview Terrace

Address

Hawthorne, NJ 07506

City, State & Zip

(973) 949 - 4193

Daytime Telephone number

rfidler0099@aol.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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ARTICLES OF INCORPORATION  
OF

12 MAR 16 AM 11:59

NANO BIOMED, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST: The name of the corporation is Nano Biomed, Inc. (the "Corporation")
- SECOND: The aggregate number of shares of capital stock which the Corporation shall have authority to issue is one hundred million (100,000,000) shares consisting of ninety million shares of common stock, \$0.001 par value per share ninety million (hereinafter called "Common Stock") and ten million (10,000,000) shares of preferred stock, \$0.001 par value per share (hereinafter called "Preferred Stock").

The designation and powers (including voting powers), preferences and relative, participating, optional and other special rights privileges and the qualifications, limitations or restrictions of each such class of capital stock are as follows:

- (a) Each share of Common Stock shall be entitled to one vote for each share outstanding at meetings of shareholders and for all other purposes.
- (b) The Preferred Stock may be issued in one of more series and may have such voting powers, full or limited or no voting powers, and such designations, privileges, preferences and relative participating optional or other special rights and qualifications, limitations or restrictions thereof; as shall be fixed from time to time by the Company's board of directors (the "Board of Directors"), pursuant to authority hereby expressly granted to it, and as shall be stated and expressed in the resolution or resolutions provided for the issue of such Preferred Stock adopted by the Board of Directors, pursuant to authority expressly vested in it by these provisions.
- (c) The Preferred Stock or any series of Preferred Stock may be made subject to redemption at such time or times and at such price or prices as shall be state in the resolution or resolutions providing for the issue of such Preferred Stock adopted by the Board of Directors as hereinabove provided, payable in preference to, or in such relation to, the dividends payable on any other class or classes or on an other series of stock, whether cumulative or non-cumulative, as shall be so stated.
- (d) The holders of Preferred Stock or any series of Preferred Stock shall be entitled to receive dividends at such rates,, on such conditions and at such times as shall be stated in the resolution or resolutions providing for the issue of such Preferred Stock adopted by the Board of Directors as hereinabove provided.
- (e) The holder of Preferred Stock or any class or of any series htereof, shall be entitled to such rights upon the dissolutions of or upon any distribution of the assets of, the Corporation as shall be stated in the resolutions or resolutions providing for the issue of such Preferred Stock adopted by the Board of Directors as hereinabove provided.

- (f) Preferred Stock or Preferred Stock of any series may be made convertible into or exchangeable for, shares of any other class or classes of the capital stock of the Corporation, at such price or prices or at such rates of exchange and with such adjustments as shall be stated or provided for in the resolutions or resolutions providing for the issue of such Preferred Stock adopted by the Board of Directors as hereinabove provided.

THIRD: The Corporation is organized for the purpose of transacting any and all business lawful business.

FOURTH: The name and address of the incorporator, the street address of the Corporation's initial registered office and the name of its initial registered agent at that office are:

Mel Ehrlich  
2905 Point East Drive  
No. L 404  
Aventura, Florida 33160

FIFTH: The initial address of the principal office of the Corporation is:

145 Highview Terrace  
Hawthorne, NJ 07506

SIXTH: The Corporation elects not to be governed by Section 607.0901 of the Florida Business Corporation Act.

SEVENTH: The Corporation shall indemnify its directors and officers to the fullest extent permitted by applicable law.

Dated: March 8, 2012



MEL EHRLICH

Incorporator and Initial Registered Agent

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned registered agent for Nano Biomed, Inc. hereby accepts such appointment and is familiar with, and accepts the obligations of that position.



MEL EHRLICH

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TALLAHASSEE, FLORIDA