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FLORIDA PROFIT/NON PROFIT CORPORATION

Numana U.S. Holding Co.

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**ARTICLES OF INCORPORATION
OF
NUMANA U.S. HOLDING CO.**

**ARTICLE I
NAME**

The name of this Corporation is **NUMANA U.S. HOLDING CO.**, and its principal address is 2730 Southwest 3rd Avenue, Miami, Florida 33129.

**ARTICLE II
NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appears conducive thereto or expedient.

**ARTICLE III
TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares common stock, which shall be designated "Common Shares."

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ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is at 2730 Southwest 3rd Avenue, Miami, Florida 33129, and the name of the initial registered agent of this Corporation is CAROLINA TOZZI.

ARTICLE VI
INITIAL DIRECTORS

The Corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
DOTHY TOZZI	2730 Southwest 3 rd Avenue Miami, Florida 33129
CAROLINA TOZZI	2730 Southwest 3 rd Avenue Miami, Florida 33129

ARTICLE VII
INITIAL OFFICERS

The Corporation shall initially have two officers. The number of officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and title of the initial officers of this Corporation are:

<u>Name</u>	<u>Title</u>
CAROLINA TOZZI	President
DOTHY TOZZI	Vice President/ Secretary

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ARTICLE VIII
DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE IX
VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE X
CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times.

ARTICLE XI
AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XII
POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, as amended from time to time.

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ARTICLE XIII
DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIV
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.


ARTICLE XV
INCORPORATOR

The name and address of the person signing these Articles is:

Linda Larrea

150 Alhambra Circle, Suite 950
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14th day of June, 2012.



Linda Larrea, Esq.

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ACKNOWLEDGMENT

STATE OF FLORIDA

) On this the 14th day of June, 2012 before me,
) the undersigned Notary Public of the State of Florida,
) personally appeared Linda Larrea whose name is
) subscribed to the within instrument, and
she acknowledges that she executed it.

COUNTY OF MIAMI-DADE
NOTARY PUBLIC
SEAL OF OFFICE

WITNESS my hand and official seal.

Print Name: MICHELLE PERAZA
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

☒ Personally known to me, or
☐ Produced identification:



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From: Law Offices

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That **NUMANA U.S. HOLDING CO.** desiring to organize under the laws of the State of Florida has named **CAROLINA TOZZI**, at 2730 Southwest 3rd Avenue, Miami, Florida 33129, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 14th day of June, 2012.

REGISTERED AGENT:



CAROLINA TOZZI

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TALLAHASSEE, FLORIDA

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