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(Requestor's Name)

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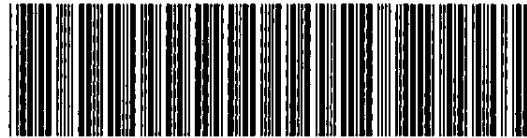
(Business Entity Name)

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12 OCT 10 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 11 2012

COVER LETTER

FLORIDA INCORPORATION APPLICATION

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
(850) 245-6052

SUBJECT: Audax Research, Corp.
Proposed Corporate Name

Enclosed are an original and two (2) copies 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: Michael Thicksten

Name (Printed or typed)

5839 SW 74th Terrace #204

Address

South Miami, FL 33143

City, State & Zip

(210)- 313-5383

Daytime Telephone number

mwthicksten@yahoo.com

E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 OCT 10 AM 9:08

FILED

ARTICLES OF INCORPORATION

OF

Audax Research, Corp.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

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12 OCT 10 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article I
Name of the Corporation**

The name of the corporation shall be Audax Research, Corp. and shall be referred to herein as the "Corporation."

**Article II
Principal Place of Business and Mailing Address**

The principal place of business of the Corporation is 580 Sabal Palm Drive, Miami, FL 33137, and at such other locations as the directors may from time to time determine. The primary mailing address of the Corporation is P.O. Box 248475 Coral Gables, FL 33124

**Article III
Corporate Purpose**

The purpose for which the Corporation is initially organized is primarily to engage in the development, execution, and management of business models, and to conduct all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the purposes set forth herein, it is expressly provided that the Corporation shall have the power to do any and all things, directly or indirectly, necessary, suitable, convenient or proper for, or in connection with, or incidental to the accomplishment of any one or more of the purposes enumerated herein, or to promote the interests of the Corporation, and in general to do any and all things and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or to exercise under the laws of the State of Florida that may now or hereafter become applicable to the Corporation.

**Article IV
Capital Stock**

The authorized capital stock of the Corporation shall initially be two million five hundred thousand (2,500,000) shares of Common Stock. The Board of Directors of the

Corporation is authorized, subject to any limitation prescribed by law and without a vote of the holders of stock, to provide for the issuance of the shares of Common Stock in series, and by filing a statement pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and privileges and rights of the shares of each such series and any qualifications, limitations or restrictions thereon.

Article V

Initial Directors and Officers

The initial Board of Directors shall consist of four directors. The number of persons to serve thereafter on the Board of Directors shall be fixed by the Bylaws. The names and addresses of the persons to initially serve as the directors until otherwise determined in accordance with the Bylaws of the Corporation are:

Eric P. Malloff,
Chief Executive Officer
P.O. Box 248475
Coral Gables, FL 33124

Michael W. Thicksten
Chief Operations Officer
P.O. Box 248475
Coral Gables, FL 33124

Steven Herzberg
Chief Development Officer
P.O. Box 248475
Coral Gables, FL 33124

Josiah D. Lisman
Chief Financial Officer
P.O. Box 248475
Coral Gables, FL 33124

Article VI

Limitation of Liability and Indemnification

A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for acts performed in the director's or officer's "official capacity," as that term is defined in § 607.0850, Fla. Stat. (2012), except to the extent such limitation on liability is prohibited under the laws of the State of Florida as in effect when such liability is determined. To the fullest extent permitted under the laws of the State of Florida, as they now exist or as they may hereafter be amended, the Corporation shall indemnify, hold harmless and advance the expenses to any authorized individual who incurs expenses or liabilities by reason of the fact that he or she is or was an officer or director if the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other entity. The foregoing indemnification and advancement of expenses shall be mandatory in all circumstances in which the same are permitted by law. Any repeal or modification of this Article shall be

prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such repeal or modification.

**Article VI
Registered Agent**

The name and address of the initial statutory agent of the Corporation is:

Steven Herzberg
580 Sabal Palm Drive
Miami, FL 33137

**Article VII
Incorporators**

The name and address of the Incorporators are:

Michael W. Thicksten
5839 S.W. 74th Terrace # 204
South Miami, FL 33143

Eric P. Malloff
150 S.E. 25th Rd. 5M
Miami, FL 33129

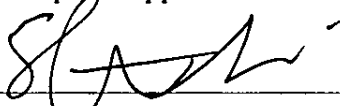
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TALLAHASSEE, FLORIDA

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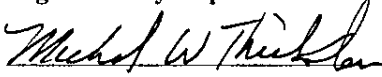
Signatories

I, Steven Herzberg, having been named as registered agent to accept service of process for the above stated corporation at 580 Sabal Palm Drive Miami, FL 33137, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

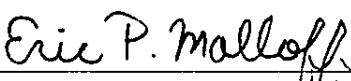
 10/4/12

Steven Herzberg - Registered Agent Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, F.S.

 10/4/12

Michael W. Thicksten - Incorporator Date

 Oct. 4, 2012

Eric P. Malloff - Incorporator Date