

Division of Corporations

**PB00021533**

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
EIFFEL & BARTHOLDI CORP.**

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**ARTICLES OF INCORPORATION  
OF  
EIFFEL & BARTHOLDI CORP.  
(A Florida For Profit Corporation)**

*The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida, pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:*

**ARTICLE 1**

**NAME**

The name of the Corporation is Eiffel & Bartholdi Corp. (the "Corporation").

**ARTICLE 2**

**DURATION AND EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE 3**

**PURPOSE**

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office address of the Corporation is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

The initial mailing address of the Corporation is 2 South Biscayne Blvd., Suite 3400, Miami, Florida 33131.

**ARTICLE 5**

**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, each having a par value of One Dollars and No Cents (\$1.00).

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**ARTICLE 6**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the registered agent of the Corporation is:

GY Corporate Services, Inc.  
2 South Biscayne Blvd., Suite 3400  
Miami Florida 33131

**ARTICLE 7**

**INCORPORATOR**

The name and street address of the incorporator of the Corporation are:

Mark J. Scheer, Esq.  
Gunster, Yoakley & Stewart, P.A.  
2 South Biscayne Blvd., Suite 3400  
Miami, Florida 33131

**ARTICLE 8**

**INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a Corporation as set forth in the applicable provisions of the Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such

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expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

**ARTICLE 9**

**BYLAWS**

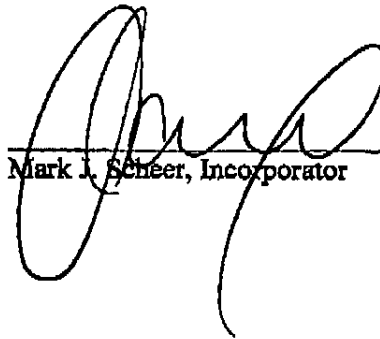
The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

**ARTICLE 10**

**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 7<sup>th</sup> day of March, 2013.

  
\_\_\_\_\_  
Mark J. Scheer, Incorporator

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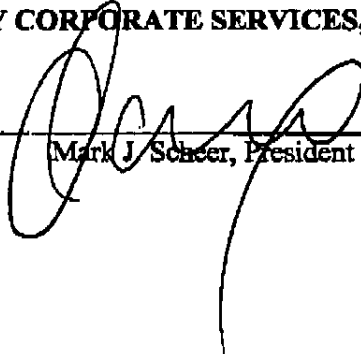
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, GY Corporate Services Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

**GY CORPORATE SERVICES, INC.**

By:   
Mark J. Scher, President

Dated: March 7, 2013

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