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**FLORIDA PROFIT/NON PROFIT CORPORATION
PRONOBIS USA, INC.**

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13 MAR 25 PM 2:39

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TALLAHASSEE, FLORIDA

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13 MAR 25 PM 12:00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PRONOBIS USA, INC.**

The undersigned, acting as incorporator of a business corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such business corporation.

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13 MAR 25 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be:

PRONOBIS USA, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

240 Crandon Blvd., Suite 100A
Key Biscayne, FL 33149

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue a maximum of One Thousand (1,000) shares of Common Stock, having a par value of One-Tenth of One Cent (\$.001) per share (the "Common Stock").

ARTICLE IV - INCORPORATOR

The name of the incorporator executing these Articles of Incorporation is Frank Springer, whose address is 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

ARTICLE V - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is to conduct any and all lawful activities or business permitted under the laws of the United States of America and the State of Florida (and in particular, without limitation, Chapter 607 of the Florida Statutes, entitled the Florida Business Corporation Act).

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ARTICLE VI - DURATION

The duration of the Corporation's existence shall be perpetual.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify its officers and directors, or any former officers or directors of the Corporation, to the full extent permitted by applicable law.

**ARTICLE VIII
QUALIFICATIONS AND ADMISSION OF MEMBERS**

The qualifications of the members and the manner of admission of members of the Corporation shall be as prescribed in the Bylaws of the Corporation.

**ARTICLE IX - INITIAL REGISTERED AGENT
AND INITIAL REGISTERED OFFICE**

This Corporation's initial registered agent and registered office in the State of Florida shall be:

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, FL 33324

**ARTICLE X
DIRECTORS**

The number of directors shall be as provided in the Bylaws of the Corporation. The manner of electing or appointing the directors shall be as provided in the Bylaws of the Corporation.


**ARTICLE XI
OFFICERS**

The Corporation shall have those officers designated in the Bylaws of the Corporation.

* * *

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IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of this 25th day of March, 2013.


Frank Springer, Incorporator

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TALLAHASSEE, FLORIDA

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

I hereby accept the appointment as registered agent contained in the foregoing
Articles of Incorporation and state that I am familiar with and accept the obligations of
Section 607.0505 of the Florida Business Corporation Act.

Kati Womack, Asst. Sec.

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, FL 33324

Dated: March 25, 2013

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