

Division of Corporations

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Florida Department of State
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TALLAHASSEE FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Smith-Perrin Consulting, Inc.

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JUL 22 2013

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**ARTICLES OF INCORPORATION
OF
SMITH-PERRIN CONSULTING, INC.,**

**ARTICLE I
NAME**

The name of this corporation is SMITH-PERRIN CONSULTING, INC. (the "Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation (the "Articles") with the Secretary of State of the State of Florida.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes:

A. To transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act (as the same exists or may hereafter be amended (the "FBCA")).

B. To do all and everything necessary and proper for the accomplishment of any of the purposes of the Corporation or the attaining of any of the objects or the furtherance of any of the purposes enumerated in the Articles or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, individuals or entities, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes of objectives of the Corporation.

C. The foregoing paragraphs shall be construed as enumerating both objectives and purposes of the Corporation and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

**ARTICLE IV
POWERS**

The Corporation shall have all of the corporate powers enumerated in the FBCA.

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ARTICLE V CAPITAL STOCK

A. The Corporation is authorized to issue 1,000,000 shares of common stock, \$0.0001 par value per share, all of which shall be designated as "Common Stock."

B. Except as otherwise provided by law or in the bylaws of the Corporation (the "Bylaws"), the entire voting power for the election of members of the Board of Directors (the "Board") and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

ARTICLE VI ADDRESS

The initial street address of the principal office of the Corporation is: 13620 Waterhouse Way Orlando FL 32828 and the registered office of the Corporation is: 13620 Waterhouse Way Orlando FL 32828 and the name of the initial registered agent of the Corporation is Barbara Smith. The Board may from time to time move the principal or registered office to any other address in Florida or change the Corporation's registered agent.

ARTICLE VII DIRECTORS

The business and affairs of the Corporation shall be managed by the Board, which shall consist of not less than one (1) person. The number of members of the Board may be increased or diminished from time to time in accordance with the Bylaws.

ARTICLE VIII INITIAL DIRECTORS

The name and address of the initial member of the Board:

Layton Perrin
c/o SMITH-PERRIN CONSULTING, INC.,
13620 Waterhouse Way
Orlando FL 32828

**ARTICLE IX
INCORPORATOR**

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

Layton Perrin
c/o SMITH-PERRIN CONSULTING, INC.,
13620 Waterhouse Way
Orlando FL 32828

**ARTICLE X
OFFICERS**

The Board may provide for the election or appointment and prescribed the duties of all officers and agents of the corporation as the Board may deem desirable and proper, and may take such action not inconsistent with the FBCA, the Articles and the Bylaws as the Board may deem advisable for the conduct and operation of the business of the Corporation.

**ARTICLE XI
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board, subject to the power of the shareholders of the Corporation to repeal, alter, or amend any of the Bylaws adopted by the Board. The shareholders of the Corporation reserve the power to adopt Bylaws and to prescribe in any Bylaws that such Bylaws shall not be altered, amended, or repealed by the Board.

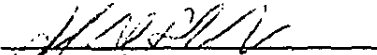
**ARTICLE XII
MEETINGS**

Meetings of the shareholders of the Corporation and the Board, including the time, place and manner of calling such meetings, shall be fixed by the Bylaws.

**ARTICLE XIII
AMENDMENT**

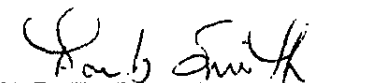
The Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as the sole incorporator of the Corporation, has executed these Articles of Incorporation on June 19, 2013.


Clayton Perrin
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Barbara Smith
13620 Waterhouse Way
Orlando FL 32828,
Registered Agent