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#### FLORIDA DEPARTMENT OF STATE Division of Corporations

PLASTER OF CORPORATION

July 31, 2013

CORPORATE ACCESS, INC. 236 EAST 6TH AVENUE TALLAHASSEE, FL 32303

SUBJECT: CARDIO SYNERGY, INC.

Ref. Number: W13000042648

We have received your document for CARDIO SYNERGY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the COMPLETE Principal Office Address, including the ZIPCODE.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang Regulatory Specialist II New Filing Section

Letter Number: 013A00018390

Corrected Thanks

www.sunbiz.org

Division of Compositions BO DOV 6207 Tellaharma Florida 2021

### CORPORATE ACCESS, \_

"When you need ACCESS to the world"

		INC.		236 East 6th Avenue . Tallahassee, Florida 32303 32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666	_
		-		WALK IN	-
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### ARTICLES OF INCORPORATION OF CARDIO SYNERGY, INC.

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SECRETAR OF STATE
PABLAHASSEE: FLORIDA

#### ARTICLE I: NAME

The name of the Corporation is Cardio Synergy, Inc. (the "Corporation").

#### ARTICLE II: PRINCIPAL OFFICE

The principal place of business of this Corporation is 1172 South Dixie Hwy., Suite 107, Coral Gables, FL 33146-2918, and the mailing address is the same.

#### ARTICLE III: PURPOSE

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE III: OFFICERS

The names and titles of the initial Officers and Directors of the Corporation are as follows. The address for each such person is 1172 South Dixie Hwy., Suite 107, Coral Gables, FL 33146-2918

Guillermo Bello:

President and Director

Jaime Ghitelman:

Secretary, Treasurer, and Director

#### ARTICLE IV: AUTHORIZED STOCK

- 1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE MILLION (1,000,000) shares of common stock, each share having the par value of ONE HUNDRETH OF ONE CENT (\$0.0001.)
- 2. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 3. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 4. No holder of shares of stock shall have any preemptive right to subscribe to or purchase any additional shares of stock.

#### ARTICLE V: BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director at the time of such action shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the state of Florida, and all rights conferred upon shareholders in these Articles of Incorporation amendment hereto are granted subject to this reservation.

#### ARTICLE VI: OFFICER-DIRECTOR LIABILITY

To the fullest extent permitted by law, no officer or director of the Corporation shall be personally liable for monetary damages for breach of fiduciary duty as an officer of director. Without limiting the effect of the preceding sentence, if the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of an officer or director, then the liability of an officer or director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporations Act, as so amended.

The Corporation shall, to the fullest extent permitted by the Florida Business Corporations Act, as the same may be amended and supplemented, including without way of limitation the provisions of Section 607.0850, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inture to the benefit of the heirs, executors and administrators of such person.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE VII: AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles in the manner prescribed by the laws of the State of Florida, and all rights conferred upon stockholders are granted subject to this reservation; <u>provided. however</u>, that, notwithstanding any other provision of these Articles or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any vote of the holders of any class or series of the stock of the Corporation required by law or by these Articles, the affirmative vote of the holders of at least two-thirds (2/3rds) of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of

directors, voting together as a single class, shall be required to amend or repeal Article VI of these Articles.

#### ARTICLE VIII: JURISDICTION AND VENUE

Unless the Corporation consents in writing to the selection of an alternative forum, the State Courts of the State of Florida shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Florida Business Corporations Act or the Corporation's Articles of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim against the Corporation governed by the internal affairs doctrine. Venue shall lie exclusively in Miami-Dade County.

#### ARTICLE IX: REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered office of this Corporation and its Registered Agent and Agent for Service of Process is:

Paracorp Incorporated 236 East 6th Avenue, Tallahassee, Florida 32303.

#### ARTICLE X: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Stephan Meyers 2145 E. Tahquitz Canyon Way, Ste. 4-800 Palm Springs, CA 92262

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept this appointment as registered agent and agree to act in this capacity.

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 s.817.155, F.S.

7-31-2013 Date