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DIVISION OF CORPORATIONS  
13 OCT 15 PM 12:29

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**TRANSMITTAL LETTER**

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Shains and Associates, Inc.

**FROM:**

Emily Martelli  
The Orlando Law Group, PL  
3855 Avalon Park E. Blvd.  
Orlando, Florida 32828

E-mail address (to be used for future annual report notification):  
emartelli@theorlandolawgroup.com

For further information concerning this matter, please call Emily Martelli at (407) 512-4394.

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00 for Filing Fee

**ARTICLES OF INCORPORATION  
OF  
SHAINS AND ASSOCIATES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 OCT 15 PM 12:29

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation is: Shains and Associates, Inc.

**ARTICLE II**

The street address of the principal office of the Corporation is: 637 Spring Oak Circle  
Orlando, FL 32828.

**ARTICLE III**

3.1 Purposes. Except as restricted by these Articles of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act.

3.2 General Powers. Except as restricted by these Articles of Incorporation, the Corporation shall have and may exercise all powers and rights, which a corporation may exercise legally pursuant to the Florida Business Corporation Act.

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 1,000,000, par value \$0.0001 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is: 637 Spring Oak Circle, Orlando, Florida, 32828. The initial registered agent for the Corporation at that address is: Louis Shain.

**ARTICLE VI**

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be

less than one. The name and address of the person who will serve on the initial board of directors is:

Name	Address
Louis Shain	637 Spring Oak Circle Orlando, FL 32828

#### **ARTICLE VII**

The name and street address of the person signing these articles of incorporation is:

Name	Address
Louis Shain	637 Spring Oak Circle Orlando, FL 32828

#### **ARTICLE VIII**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

8.1 Definitions. For purposes of this Article the following definitions shall apply:

(i) "Corporation" means this Corporation only and no predecessor entity or other legal entity;

(ii) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;

(iii) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(iv) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise;

(v) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and

(vi) "proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

8.2 Limit on Liability. In every instance in which the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its shareholders, the directors and officers of this Corporation shall not be liable to the Corporation or its shareholders.

8.3 Indemnification of Directors and Officers. Subjection to the provisions of the F.S. 607.0850, the Corporation shall indemnify, to the fullest extent permitted by the Corporation's articles and regulations, any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation or because such individual is or was serving the Corporation, or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 8.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 8.4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 8.3.

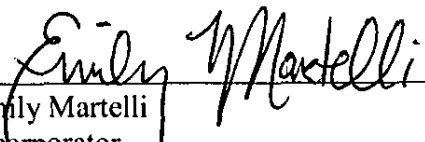
8.4 Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 8.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 8.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 8.3 of this Article shall be limited

by the provisions of this Section 8.4.

8.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

8.6 Amendments. No amendment, modification or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification or repeal.

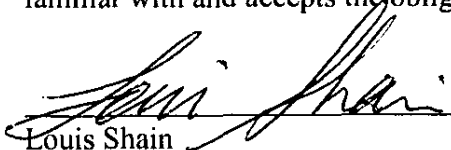
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.

  
\_\_\_\_\_  
Emily Martelli  
Incorporator

10/10/2013  
Date

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Shains and Associates, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
\_\_\_\_\_  
Louis Shain  
Registered Agent

10.10.13  
Date