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**FLORIDA PROFIT/NON PROFIT CORPORATION
B3 BRANDS, INC.**

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**ARTICLES OF INCORPORATION
OF
B3 BRANDS, INC.**

THE UNDERSIGNED, acting as sole incorporator of **B3 BRANDS, INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I.
NAME**

The name of the corporation is **B3 BRANDS, INC.**

**ARTICLE II.
SHARES**

The authorized capital stock of the Corporation shall consist of 10,000 shares of common stock, par value \$0.01 per share. Each share of the Corporation's common stock shall have the same rights and preferences as each other share of the Corporation's common stock.

**ARTICLE III.
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203(1), Florida Statutes, the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on November 13, 2013.

**ARTICLE IV.
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is as follows:

121 S Orange Avenue
Suite 1070 N
Orlando, FL 32801

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE V.
MAILING ADDRESS**

The mailing address of the corporation is as follows:

121 S Orange Avenue
Suite 1070 N
Orlando, FL 32801

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**ARTICLE VI.
REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation and the initial Registered Agent at such address are as follows:

Gregory W. Meier, Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, FL 32801

**ARTICLE VII.
BOARD OF DIRECTORS AND OFFICERS**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors and officers until the first annual meeting of the shareholders of the corporation or until successor Directors and officers are elected and shall qualify are as follows:

Hayley J. Baker
121 S. Orange Avenue
Suite 1070 N
Orlando, FL 32801


Director, President, Treasurer and Secretary

**ARTICLE VIII.
INCORPORATOR**

The name and address of the sole incorporator of the corporation is as follows:

Gregory W. Meier, Esq.
Shuffield, Lowman & Wilson, P.A.
1000 Legion Place, Suite 1700
Orlando, FL 32801

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 13th day of November, 2013.



Gregory W. Meier,
Incorporator

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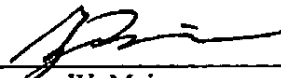
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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 13th day of November, 2013.



Gregory W. Meier,
Registered Agent