

COVER LETTER

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

SUBJECT: BioRegency, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen F. Larner

Name (Printed or typed)

13200 W. Newberry Rd., FF185

Address

Newberry, FL 32669

City, State & Zip

352-275-8858

Daytime Telephone number

sflarner@yahoo.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
BIOREGENCY, INC.**

The undersigned incorporator for the purpose of forming a Florida profit corporation hereby adopts the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is BioRegency, Inc. (hereinafter called the "Corporation").

ARTICLE II.

The principal office and mailing address of the Corporation is:

13200 W. Newberry Rd., FF185
Newberry, FL 32669 USA

ARTICLE III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of Florida.

ARTICLE IV.

A. This Corporation is authorized to issue two classes of shares designated "Common Stock" and "Preferred Stock," respectively. The total number of shares which this Corporation is authorized to issue is forty million (20,000,000) shares, consisting of thirty million (15,000,000) shares of Common Stock, and ten million (5,000,000) shares of Preferred Stock, each class and any subclass without par value.

B. The Preferred Stock may be issued from time to time in one or more series. The board of directors of this Corporation is hereby authorized, by filing a certificate pursuant applicable law, to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V.

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13 DEC 16 AM 10:40

The name and street address of the Corporation's initial Registered Agent is:

Stephen F. Lerner, PhD
13200 W. Newberry Rd., FF185
Newberry, FL 32669 USA

ARTICLE VI.

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

Stephen F. Lerner, PhD
13200 W. Newberry Rd., FF185
Newberry, FL 32669 USA

ARTICLE VII.

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

ARTICLE VIII.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

ARTICLE IX.

A. To the fullest extent permitted by applicable law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this **Article IX** nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this **Article IX**, shall eliminate or reduce the effect of this **Article IX** in respect of any matter

occurring, or any action or proceeding accruing or arising or that, but for this **Article IX**, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X.

The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

IN WITNESS WHEREOF, this Certificate of Incorporation has been subscribed this 10th day of December, 2013, by the undersigned who affirms that the statements made hereto are true and correct.

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

Stephen F. Larner

Stephen F. Larner/Registered Agent

December 10, 2013

Date

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.

Stephen F. Larner

Stephen F. Larner/Incorporator

December 10, 2013

Date

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FILED