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FLORIDA PROFIT/NON PROFIT CORPORATION
SPROUTS INTERNATIONAL, INC.

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ARTICLES OF INCORPORATION

OF

SPROUTS INTERNATIONAL, INC.

The undersigned, being a natural person, competent to contract, acting hereby as incorporator for the purpose of establishing a corporation under the provisions and subject to the requirements of the laws of the State of Florida, particularly Chapter 607, Florida General Corporation Act and the acts amendatory thereof and supplemental thereto, does hereby adopt and make the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation (hereinafter called the "Corporation") is
SPROUTS INTERNATIONAL, INC.

**ARTICLE II
ADDRESS**

The address, including the initial street address, of the principal office of the Corporation is 20335 Biscayne Blvd., #L26, Aventura, Florida 33180.

**ARTICLE III
DURATION**

The Corporation is to have perpetual existence unless dissolved according to law.

**ARTICLE IV
PURPOSE**

The general nature of the business or businesses to be transacted by the Corporation, which shall include the authority of the United States and all businesses or activity permitted under the laws of the United States or of the State of Florida for

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which corporations may be incorporated under Chapter 607, Florida Statutes, and supplemented, is as follows:

(a) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.

(b) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE V AUTHORIZED STOCK

The total number of authorized shares of capital stock of this Corporation is Twenty-Two Million (22,000,000) shares, divided into two (2) classes, Common Voting Stock and Convertible Preferred Stock. The total number of shares of the Common Voting Stock authorized is Twenty Million (20,000,000) shares. The total number of shares of the Convertible Preferred Stock authorized is Two Million (2,000,000) shares. The holders of each share of the Convertible Preferred Stock shall be entitled to have four (4) voting rights.

ARTICLE VI POWERS

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but

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shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
ALEXANDER SVERDLOV	20335 Biscayne Blvd., #L26 Aventura, FL 33180
MURRAY BACAL	1455 Ocean Drive, #904 Miami Beach, FL 33139

ARTICLE VIII INCORPORATOR

The name and address of the person designated as Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
ROSS H. MANELLA, ESQ.	Hinshaw & Culbertson LLP One E. Broward Blvd, Suite 1010 Ft. Lauderdale, FL 33301

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X DESIGNATION OF REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Hinshaw & Culbertson LLP, One E. Broward Blvd., Suite 1010, Ft. Lauderdale, FL 33301 and the name of the initial registered agent of this Corporation at that address is ROSS H. MANELLA, ESQ.

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**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 23 day of December, 2013.



ROSS H. MANELLA, ESQ.,
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND OFFICE**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this 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.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 23 day of December, 2013.



ROSS H. MANELLA, ESQ.,
Registered Agent

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