

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Email Address: rudy@elenza.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Running Man Holdings, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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ARTICLES OF INCORPORATION  
OF  
RUNNING MAN HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be **Running Man Holdings, Inc.**

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue Ten Million (10,000,000) shares of Common Stock, \$0.01 par value per share ("Common Stock").

Except as otherwise restricted by these Articles of Incorporation, the Corporation is authorized to issue from time to time all or any portion of the capital stock of the Corporation that is authorized but not issued to such person or persons and for such lawful consideration as it may deem appropriate, and generally in its absolute discretion to determine the terms and manner of any disposition of such authorized but unissued capital stock.

Any and all such shares issued for which the full consideration has been paid or delivered shall be deemed fully paid shares of capital stock, and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of capital stock of the Corporation shall be as hereafter provided in this Article III.

COMMON STOCK

1. General. The rights of each holder of the Common Stock with respect to dividends and upon the liquidation, dissolution and winding up of the Corporation's affairs (a "Liquidation"), are *pari passu* with the rights of each other holder of Common Stock.

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2. Voting. Each holder of shares of Common Stock is entitled to one vote for each share thereof held by such holder at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors.

4. Liquidation. In the event of a Liquidation of the Corporation, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders.

#### ARTICLE IV. ADDRESS

The mailing address of the principal office of the corporation is 620 W. Sample Road, Suite #202, Coral Springs, FL 33067 and the street address of the principal office of the corporation is the same.

The street address of the registered office of the corporation is 620 W. Sample Road, Suite #202, Coral Springs, FL 33067, and the name of the initial registered agent of the corporation at that address is Rudy A. Mazzocchi.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

This corporation shall have five (5) directors. The names and addresses of the initial four (4) members of the Board of Directors are:

Rudy A. Mazzocchi  
2982 Bellwind Circle  
Viera, FL 32955

Shailesh Gupta, MD  
9325 Glades Road  
Boca Raton, FL 33434

Manish Gupta, MD  
9325 Glades Road  
Boca Raton, FL 33434

Abhijit Pandya, PhD  
9260 Gettysburg Rd.  
Boca Raton, FL 33434

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#### ARTICLE VII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

#### ARTICLE VIII. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

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ARTICLE IX. INCORPORATOR

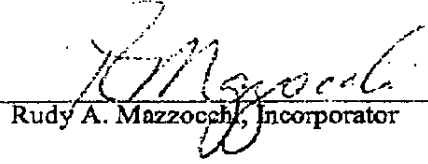
The name and address of the incorporator to these Articles of Incorporation is:

Rudy A. Mazzocchi  
2982 Bellwind Circle  
Viera, FL 32955

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this  
3 day of May, 2014.

  
Rudy A. Mazzocchi, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

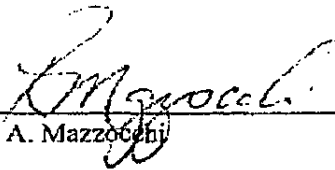
The following is submitted in accordance with the requirements of Chapter 48.091,  
Florida Statutes:

**Running Man Holdings, Inc.**, desiring to organize under the laws of the State of Florida  
with its registered office, as indicated in the Articles of Incorporation, in the City of Coral  
Springs, Florida, has named Rudy A. Mazzocchi, located at 620 W. Sample Road, Suite #202,  
Coral Springs, FL 33067, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the  
place designated in this Certificate, the undersigned hereby accepts to act in this capacity and  
agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 3 day of May, 2014.

  
\_\_\_\_\_  
Rudy A. Mazzocchi

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