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FLORIDA PROFIT/NON PROFIT CORPORATION

Edward F. Smith, Inc.

| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION

<u>O</u>E

Edward F. Smith, Inc.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida:

ARTICLE 1. CORPORATE NAME

The name of this Corporation is: Edward F. Smith. Inc.

ARTICLE II. PRINCIPAL AND MAILING ADDRESS OF CORPORATION

The principal and mailing address of this Corporation is:

c/o Morrison, Brown, Argiz & Farra, LLC 225 NE Mizner Boulevard, Suite 6685 Boca Raton, Florida 33432

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The objects and purposes to be transacted and carried on by this Corporation and the professional services to be rendered in connection therewith are as follows:

- To engage in the practice of accounting, tax consulting, valuations, litigation support and related professional services through its officers, employees and agents who are licensed or authorized under applicable law to render such services.
- To otherwise transact any and all lawful business for which corporations may be incorporated under Chapters 607 and 621 of the Florida Statutes.

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DIVISION OF CORPORATIONS

ARTICLE V. CAPITAL STOCK

The aggregate number of shares, which the corporation shall have the authority to issue, shall be 1,000 shares of ONE DOLLAR \$1.00 par value voting common stock.

ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1450 Brickell Avenue, 18th Floor, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at that address is ED S. TORGAS.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have ONE (1) director initially. The number of directors may be increased or decreased from time to time but shall never be less than ONE (1). The name and address of the initial director of this Corporation is:

Name: Edward F. Smith III

c/o Morrison, Brown, Argiz & Farra, L.L.C. 225 NE Mizner Boulevard, Snite 6685 Bora Raton, Florida 33432

ARTICLE VIII. INCORPORATOR

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

Edward F. Smith III 225 NE Mizner Boolevard, Suite 6685 Boca Raton, Florida 33432 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation

this 14th day of July, 2014

Boward F. Smith III

Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

Edward F. Smith, Inc.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

That Edward F. Smith, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Corporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named ED S. TORGAS 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 place designated in this Certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 14th day of July, 2014.

Ed S. Toroas