

Division of Corporations

Florida Department of State

Division of Corporations

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**DOMESTICATION  
QUANTXCHANGE INC.**

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**CERTIFICATE OF DOMESTICATION**

The undersigned, FRED ABRUZZO, President of QUANTXCHANGE INC., a foreign corporation, in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was October 23, 2012.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of Delaware.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was QUANTXCHANGE INC.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is QUANTXCHANGE INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Delaware.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.1801, Florida Statutes.

I am President of QUANTXCHANGE INC. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 29<sup>th</sup> day of July, 2014.

  
Fred Abruzzo, President

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**ARTICLES OF INCORPORATION  
OF  
QUANTXCHANGE INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **QUANTXCHANGE INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **QUANTXCHANGE INC.**

**ARTICLE II. ADDRESS**

The principal and mailing address of the corporation is: 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131.

**ARTICLE III. PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,500 shares of common stock, no par value per share.

**ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS**

The name(s) and address(es) and specific titles of the initial directors and/or officers are:

Fred Abruzzo

Director/President

**ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the Registered Agent is: Law Center of the Americas, LLC, 201 South Biscayne Blvd., Suite 800, Miami, Florida 33131.

**ARTICLE VII. INCORPORATOR**

The name and address of the incorporator is: Ronald Albert, Jr., Esq., Harper Meyer Perez Hagen O'Connor Albert & Dribin, LLP, 201 South Biscayne Blvd., Suite 800, Miami, Florida 33131.

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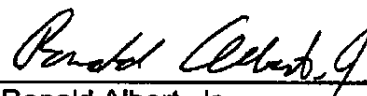
### **ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

### **ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision of these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on July 29, 2014.



Ronald Albert, Jr.  
Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That QUANTXCHANGE INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 201 South Biscayne Blvd., Suite 800, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 29<sup>th</sup> day of July, 2014.

**LAW CENTER OF THE AMERICAS, LLC**

By:   
Name: **Ronald Albert, Jr.**  
Title: **Vice President**