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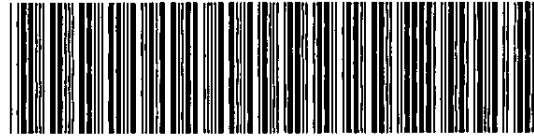
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DEPARTMENT OF CORPORATION

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TALLAHASSEE, FLORIDA

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FLORIDA FILING & SEARCH SERVICES, INC.

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DATE: 10/3/14

NAME: PROTIS EXECUTIVE INNOVATIONS, INC

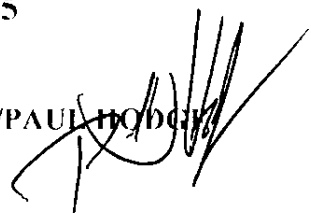
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2014

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: PROTIS EXECUTIVE INNOVATIONS, INC.
Ref. Number: W14000060052

We have received your document for PROTIS EXECUTIVE INNOVATIONS, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 814A00021066

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CERTIFICATE OF DOMESTICATION 14 OCT -1 PM 12: 27
OF
PROTIS EXECUTIVE INNOVATIONS, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned authorized officer, Bert E. Miller, President of Protis Executive Innovations, Inc., an Indiana corporation (the "Corporation"), in compliance with the requirements of the Florida Business Corporation Act (the "Act") and the Indiana Business Corporation Law, as amended (the "IBCL"), desiring to effect the domestication of the Corporation from an Indiana domestic corporation to a Florida domestic corporation, sets forth the following:

ARTICLE I
Name and Jurisdiction

- A. The Corporation was incorporated on January 2, 1997.
- B. The name of the Corporation immediately before and immediately following the filing of these Articles of Domestication is: Protis Executive Innovations, Inc.
- C. The jurisdiction of the Corporation immediately before the filing of these Articles of Domestication is: Indiana.
- D. The jurisdiction of the Corporation immediately following the filing of these Articles of Domestication will be: Florida.

ARTICLE II
Articles of Incorporation

- A. The Articles of Incorporation, containing such information as is required by the Act and the IBCL, are attached hereto and made a part hereof as Exhibit A (the "Articles").
- B. The manner of adoption and vote by which the Articles were approved by the Corporation is as follows:
 - a. Approval by the Board of Directors. The Articles were adopted by the Board of Directors of the Corporation on September 8, 2014, by Unanimous Written Consent.
 - b. Approval by the Shareholders. The Articles were adopted by the Shareholders of the Corporation on September 8, 2014, by Unanimous Written Consent.
- C. Compliance with Legal Requirements. The manner of adoption of the Articles constitutes full legal compliance with the provisions of the Act and the IBCL.

ARTICLE III
Plan of Domestication

- A. The Plan of Domestication, containing such information as is required by the Act and the IBCL, is attached hereto and made a part hereof as Exhibit B (the "Plan").
- B. The manner of adoption and vote by which the Plan was approved by the Corporation is as follows:

- a. Approval by the Board of Directors. The Plan was adopted by the Board of Directors of the Corporation on September 8, 2014, by Unanimous Written Consent.
- b. Approval by the Shareholders. The Plan was adopted by the Shareholders of the Corporation on September 8, 2014, by Unanimous Written Consent.
- C. Compliance with Legal Requirements. The manner of adoption of the Plan constitutes full legal compliance with the provisions of the Act and the IBCL.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned being an officer of the Corporation executes this Certificate of Domestication and verifies that the statements contained herein are true and accurate.

PROTIS EXECUTIVE INNOVATIONS,
INC.

By: 

Bert E. Miller, President

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14 OCT - 1 PM 12: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
Articles of Incorporation

See Attached.

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14 OCT -1 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PROTIS EXECUTIVE INNOVATIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes the following Articles of Incorporation pursuant to the provisions of the Florida Business Corporation Act, as amended (the "Act"):

ARTICLE I

Name

The name of the corporation is Protis Executive Innovations, Inc. (the "Corporation").

ARTICLE II

Principal Place of Business

The principal place of business and the mailing address of the Corporation is 8101 Biscayne Boulevard, Suite 417, Miami, Florida 33181.

ARTICLE III

Purpose

The purpose of the Corporation shall be to conduct any and all lawful business and activities for which corporations may be organized under the Act.

ARTICLE IV

Shares

The total number of shares the Corporation is authorized to issue is nineteen thousand two hundred fifty (19,250) shares.

ARTICLE V

Registered Office and Registered Agent

The street address of the registered office of the Corporation in the State of Florida is 8101 Biscayne Boulevard, Suite 417, Miami, Florida 33181. The name of the registered agent of the Corporation at the registered office is Bert E. Miller.

ARTICLE VI

Incorporator

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

Name

Address

Bert E. Miller

8101 Biscayne Boulevard, Suite 417
Miami, Florida 33181

ARTICLE VI

Initial Directors and Officers

The names and addresses of the initial Board of Directors are:

Bert E. Miller, President

8101 Biscayne Boulevard, Suite 417
Miami, Florida 33181

ARTICLE VII

Indemnification

Section 7.1. Rights to Indemnification and Advancement of Expenses.

(a) The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was

- (i) a member of the Board of Directors of the Corporation,
- (ii) an officer of the Corporation, or
- (iii) while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not,

(each an "Indemnitee") against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act.

(b) The Corporation shall indemnify as a matter of right every Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, against reasonable expenses incurred by the Indemnitee in connection with the proceeding without the requirement of the determination set forth in paragraph (a) above.

(c) The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act.

(d) Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act. However, indemnification or

reimbursement for expenses related to establishing or enforcing a right to indemnification under this Article, applicable law or otherwise is available only if such person prevails on the claim for indemnification.

(e) The indemnification provided under this Article shall apply to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

(f) A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(g) The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.

Section 7.2. Other Rights Not Affected. Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Therefore, indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made, including without limitation negligence, breach of duty, mismanagement, corporate waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities laws, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal laws.

Section 7.3. Definitions. For purposes of this Article:

(a) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(b) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(c) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(d) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

[Signature Page Follows]

IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the undersigned incorporator of the Corporation this 8th day of September, 2014.

By: 

Bert E. Miller, Incorporator

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.

By: 

Bert E. Miller, Registered Agent

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

EXHIBIT B

Plan of Domestication

See Attached.

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14 OCT -1 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF DOMESTICATION

THIS PLAN OF DOMESTICATION ("Plan") is hereby adopted to effect the conversion of Protis Executive Innovation, Inc., an Indiana corporation (the "Corporation"), into Protis Executive Innovation, Inc., a Florida corporation (the "Florida Corporation").

WITNESSETH:

WHEREAS, the Board of Directors of the Corporation has determined that it is advisable, desirable and in the best interests of the Corporation to be domesticated into a Florida domestic corporation pursuant to the terms and conditions contained herein (the "Domestication") and have, by unanimous written consent, duly adopted and approved this Plan in accordance with the provisions of the Indiana Business Corporation Law, as amended (the "IBCL"), and the Florida Business Corporation Act, as amended (the "Act") and the Amended and Restated Bylaws of the Corporation, dated as of May 30, 2003 (the "Bylaws"); and

WHEREAS, the Shareholders of the Corporation have, by unanimous written consent, duly adopted and approved this Plan in accordance with the provisions of the IBCL, as amended, the Act, as amended and the Bylaws of the Corporation;

NOW THEREFORE, in consideration of the foregoing premises and the covenants and agreements contained herein and subject to the terms and conditions hereinafter set forth, it is agreed as follows:

1. Effective Time. The Domestication of the Corporation shall become effective at the time set forth in the Articles of Domestication filed with the Indiana Secretary of State and the Certificate of Domestication filed with the Florida Secretary of State (the "Effective Time").

2. Articles of Incorporation. The Articles of Incorporation of the Corporation attached hereto as Exhibit A shall be the Articles of Incorporation following the Domestication and shall continue in full force and effect until amended or changed in the manner prescribed by the Articles of Incorporation and the provisions of the Act. The Articles of Incorporation will be executed by a duly authorized representative of the Corporation and attached to the Certificate of Domestication filed with the Secretary of State of the State of Florida.

3. Bylaws. The Bylaws of the Corporation shall continue to be the Bylaws of the Corporation following the Domestication and shall continue in full force and effect until amended or changed in the manner prescribed by the Articles of Incorporation and the provisions of the Act.

4. Shares of Common Stock.

(a) Immediately prior to the Effective Time, by virtue of the Domestication and by operation of law, each of the validly issued and outstanding shares of common stock of the Corporation shall be converted into one (1) share of Common Stock of the Florida Corporation.

(b) Each right to acquire stock of the Corporation currently issued by the Corporation pursuant to an option or other instrument, if any, shall be converted automatically, without any action on the part of the holder thereof, into a right to acquire one (1) share of Common Stock of the Florida Corporation for each share covered by such option or other instrument, on the same terms and conditions as provided in such option or other instrument of grant pursuant to which the Corporation issued each right to acquire such shares.

5. Directors and Officers. The initial director of the Corporation as of the Effective Time shall be Bert E. Miller. Bert E. Miller shall serve as the President, Secretary and Treasurer of the Corporation until he shall cease to serve in such capacity or shall be replaced in such capacity as provided in the Articles of Incorporation and Bylaws of the Corporation and the provisions of the Act.

6. Further Assurances. The Corporation stipulates that it will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida to fully effectuate the Domestication, and that it will cause to be performed all necessary acts therein and elsewhere to fully effectuate the Domestication. The officers and directors of the Corporation, respectively, shall do any and all acts and things, and make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the Domestication as provided for herein.

[Signature Page Follows]

IN WITNESS WHEREOF, this Plan of Domestication has been executed by the undersigned officer of the Corporation this 8th day of September, 2014.

By: 
Ben E. Miller, President

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TALLAHASSEE, FLORIDA