

Division of Corporations

Florida Department of State

Division of Corporations

Cover Sheet

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To: Division of Corporations  
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From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Qalyz Inc.

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
QALYZ INC.**

**ARTICLE I. NAME**

The name of the corporation is QALYZ Inc. (the "Corporation").

**ARTICLE II. MAILING ADDRESS; REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the principal office of the Corporation is c/o Duane Morris LLP, 200 South Biscayne Blvd., Suite 3400, Miami, Florida 33131-2318 and the mailing address is the same.

The address of the Corporation's registered office in the State of Florida is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410, and the name of the registered agent at such address is Corporate Creations Network Inc.

**ARTICLE III. NATURE OF BUSINESS**

The nature of the business or purposes to be conducted or promoted by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act ("FBCA"). The Corporation shall have all power necessary or convenient to the conduct, promotion or attainment of such acts and activities.

**ARTICLE IV. CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is Thirty-Five Million (35,000,000) shares, consisting of (i) Twenty-Five Million (25,000,000) shares of Common Stock, \$0.0001 par value per share ("Common Stock"), and (ii) Ten Million (10,000,000) shares of Preferred Stock, \$0.0001 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. **Common Stock:**

(a) **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred

Stock of any series as may be designated by the board of directors of the Corporation (the "Board of Directors") upon any issuance of the Preferred Stock of any series.

(b) Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of shareholders (and written actions in lieu of meetings). There shall be no cumulative voting.

(c) 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 and subject to any preferential dividend or other rights of any then outstanding Preferred Stock.

(d) Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its shareholders, subject to any preferential or other rights of any then outstanding Preferred Stock.

## 2. Preferred Stock:

(a) General. Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided. Any shares of Preferred Stock that may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or by the terms of any series of Preferred Stock. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

(b) Issuance and Voting. Authority is hereby expressly granted to the Board of Directors from time-to-time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, special voting rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the FBCA. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise specifically provided in the Corporation's Articles of Incorporation, as the same may be amended or amended and restated from time-to-time (the "Articles of Incorporation"), no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of these Articles of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

#### ARTICLE V. INCORPORATOR

The name and mailing address of the sole incorporator are as follows:

Driscoll R. Ugarte  
Boca Center Tower II  
5100 Town Center Circle, Suite 650  
Boca Raton, FL 33486

#### ARTICLE VI. MISCELLANEOUS

In furtherance of and not in limitation of powers conferred by the FBCA, the following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation:

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
2. The Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation.
3. The number of directors that shall constitute the whole Board shall be fixed by resolution of the Board of Directors but in no event shall be less than one (1) or more than seven (7).
4. Elections of directors need not be by written ballot.

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

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided, that this provision shall not eliminate or limit the liability of a director for: (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for any acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 607.0834 of the FBCA, as amended from time to time, or (iv) for any transaction from which the director derived an improper personal benefit. If the FBCA is amended at any time after the approval by the shareholders of this Article VIII, to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided in this Article VIII, shall be limited to the fullest extent permitted by the amended FBCA. Any repeal or modification of this Article VIII shall be prospective only, and shall not adversely affect any right or protection of, or any limitation on the liability of a director of the Corporation existing at, or arising out of facts or incidents occurring prior to, the effective date of such repeal or modification.

#### ARTICLE VIII. INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which the FBCA permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the FBCA, subject only to limits created by applicable provisions of the FBCA (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its shareholders, and others.

Any amendment, repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection of any director, officer, employee or other agent of the Corporation based on facts, events or circumstances existing at the time of such amendment, repeal or modification.

#### ARTICLE IX. TERM OF EXISTENCE

The Corporation is to have perpetual existence.

#### ARTICLE X. AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

\* \* \* \* \*

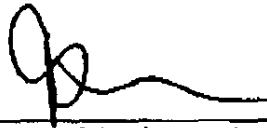
*{signature page follows}*

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 10<sup>th</sup> day of September, 2015.

  
\_\_\_\_\_  
Driscoll R. Ugarte, Incorporator

**CONSENT OF REGISTERED AGENT  
OF  
QALYZ INC.**

The undersigned Corporate Creations Network Inc., whose address is 11380 Prosperity Farms Road #221F, Palm Beach Gardens, FL 33410, hereby accepts appointment as the initial registered agent of **QALYZ Inc.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

A handwritten signature in black ink, appearing to be 'Jessica Morales', written over a horizontal line.

Jessica Morales, Authorized Representative