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04/22/2011

#088 P.001/005

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
FMSA 1, Inc.

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**ARTICLES OF INCORPORATION  
OF  
FMSA 1, INC.**

The undersigned subscribes to these Articles of Incorporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

FMSA 1, INC.

and its principal office for the conduct of business and its mailing address is:

97 NE 15<sup>th</sup> Street  
Homestead, Florida 33030

The Board of Directors may, from time to time move the principal office to any other address in Florida.

**ARTICLE II**

The general nature of the business to be conducted by this corporation is to engage in any activities or businesses permitted under the laws of the United States and Florida; in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III**

The capital stock of the corporation shall consist of One Hundred and Fifty (150) shares of common stock at \$0.0001 par value per share. Said capital stock shall be fully paid and non-assessable upon payment therefore, which shall be equal and uniform in all respects but subject to all restrictions and conditions of the By-Laws of the corporation pertaining hereto, and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed and determined by the Board of Directors. The holders of said stock shall together have equal voting rights of one vote per share and be entitled to receive the net assets of the corporation upon dissolution. The amount of capital with which the corporation shall begin shall be the sum of one hundred dollars (\$100.00).

**ARTICLE IV**

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders' agreement entered into by all of the holders of any share or shares of the stock of this corporation and the corporation at the time stockholders' agreement is executed.

**ARTICLE V**

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owed at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of

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intention to issue non-issued capital stock or new stock shall be given by the corporation to all stockholders and stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

#### **ARTICLE VI**

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on, and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a Chief Executive Officer, Vice President, Secretary, and Treasurer and any other officer as the Board of Directors may deem expedient from time to time. Any two or more offices may be held by the same person.

#### **ARTICLE VII**

The names and addresses of the Directors constituting the initial Board of Directors and officers are as follows:

Michael T. Causley  
97 NE 15<sup>th</sup> Street  
Homestead, Florida 33030

Chief Executive Officer/Secretary/Director

Greg Wells  
97 NE 15<sup>th</sup> Street  
Homestead, Florida 33030

Treasurer

Officers and Directors of the Company shall be entitled to indemnification to the full extent allowed under the law of the State of Florida and as may be provided under the By-Laws of the corporation as may be approved by the Board of Directors and stockholders from time to time. The affairs of the corporation shall be managed by the Board of Directors in accordance with the laws of the State of Florida and the Bylaws of the corporation. The number of directors shall not be less than one and otherwise in accordance with the bylaws of the corporation.

#### **ARTICLE VIII**

The name and street address of the corporation's initial registered agent is:

Michael T. Causley, 97 NE 15<sup>th</sup> Street, Homestead, Florida 33030.

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**ARTICLE IX**

The name and address of the incorporator is as follows:

Brian C. Daughney

Becker & Poliakoff, LLP  
45 Broadway, 8<sup>th</sup> floor  
New York, New York 10006

**ARTICLE IX**

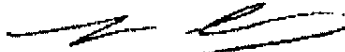
No contract, act or transaction of this corporation with any person or persons, firm or other corporation, the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firms or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

**ARTICLE XI**

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon stockholders herein are granted subject to this reservation.


**ARTICLE XII**

This corporation shall commence its existence on the date of filing of these articles of incorporation with the State of Florida, office of the Secretary of State and continue in perpetuity. The undersigned incorporator has duly executed these articles of incorporation as of this 21st day of April, 2016.

  
Brian C. Daughney, Incorporator

STATE OF NEW YORK  
COUNTY OF NEW YORK

SWORN TO and subscribed before me this 21st day of April, 2016, by Brian C. Daughney, who signed the foregoing Articles of Incorporation and is personally known to me, or has produced a New York State Driver's License Number as identification.

  
Notary Public  
State of New York

My commission expires:

ANDREA TITONE  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 02T18322132  
County of Nassau  
Commission Expires 3/30/19

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**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Registered Agent as set forth in Article VIII of the foregoing Articles of Incorporation of:

FMSA I, INC.

does hereby accept the designation of Michael T. Causley, 97 NE 15<sup>th</sup> Street, Homestead, Florida 33030, as Registered Agent of said corporation. Having been named, and accepting the designation of Registered Agent, I hereby agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as Registered Agent.

April 21, 2016

  
Michael T. Causley  
Registered Agent

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