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05-17-16

COVER LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MIDONECK HOLDINGS CORP.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	$ 50.00
Articles of Incorporation and Certified Copy	$ 78.75
Total to domesticate and file	$128.75

OPTIONAL:

Certificate of Status	$ 8.75

SUSANA IBANEZ
Name (printed or typed)

2101 N.W. CORPORATE BOULEVARD, SUITE 107
Address

BOCA RATON, FLORIDA 33431
City, State & Zip

561-998-7847
Daytime Telephone Number

crubin@floridatax.com
E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, JACKIE STIRLING, Director of Midoneck Holdings Ltd., a foreign corporation, in accordance with s. 607.1801 Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 20, 1996.

2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the British Virgin Islands.

3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Midoneck Holdings Ltd. Its tax identification number is: 98-1289249.

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 Midoneck Holdings Corp.

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 British Virgin Islands.

6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801, Florida Statutes.

I, Jackie Stirling, am Director of Midoneck Holdings Ltd. and am authorized to sign this Certification of domestication on behalf of the corporation and have done so this 15th day of APRIL, 2016.

Stirling

JACKIE STIRLING, Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MIDONECK HOLDINGS CORP.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

16 APR 25 PM 1:14

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ARTICLE I

Name

The name of the corporation is: MIDONECK HOLDINGS CORP.

ARTICLE II

Existence

The corporation's existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue 50,000 shares of voting common stock, with a par value of $1.00 per share.

ARTICLE V

Address

The address of the principal office of the corporation is Bessemer Trust Company (Cayman) Limited, 4th Floor CIBC Financial Center, 11 Dr Roy's Drive, George Town, Grand Cayman, Cayman Islands, and its mailing address is Bessemer Trust Company (Cayman) Limited, PO Box 2254, Grand Cayman, Cayman Islands KY1-1107.

ARTICLE VI

Registered Office and Agent

The street address of the corporation's initial registered office is 2101 N.W. Corporate Blvd., Suite 107, Boca Raton, Florida 33431-7343. The name of the initial registered agent at such office is M & W Agents, Inc.

ARTICLE VII

Indemnification

To the fullest extent authorized or permitted by the Act, the corporation shall indemnify, and advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the corporation, or any person who is or was serving at the request of the corporation as a director or officer of another corporation, no employee or agent of the corporation may apply to any court for indemnification, or advancement of expenses, by the corporation.

ARTICLE VIII

Incorporator

The name and address of the incorporator of the corporation is Charles D. Rubin, Gutter Chaves Josepher Rubin Forman Fleisher Miller P.A., 2101 N.W. Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

--oOo--

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on April 19, 2016.

CHARLES D. RUBIN

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16 APR 25 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with, and accept, the obligations set forth in Sections 48.091(2) and 607.0505 of the Florida Statutes.

M & W AGENTS, INC., a Florida corporation

By: ______________________
CHARLES D. RUBIN, President