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Division of Corporations

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FLORIDA DEPARTMENT OF STATE
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**ARTICLES OF INCORPORATION
OF
ALLIED MANUFACTURING, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of the Corporation shall be:

ALLIED MANUFACTURING, INC.

**ARTICLE II
Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law, and such existence shall commence at the time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III
Principal Office and Mailing Address**

The address of the principal office and mailing address of the Corporation shall be:

12712 Eagles Entry Drive
Odessa, Florida 33556

**ARTICLE IV
Business and Purposes**

The general purpose for which the Corporation is organized is the transaction of any and all lawful business permitted under the laws of the United States and for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, the Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE V
Capital Stock**

5.1 Authorized Shares. The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be Ten Million (10,000,000) shares with a par value of \$0.0001 per share, of which Eight Million (8,000,000) shares shall be common stock ("*Common Stock*"), and Two Million (2,000,000) shares shall be preferred stock ("*Preferred Stock*"). The rights, preferences, privileges and restrictions applicable to the capital stock of the Corporation are set forth below in this Article V.

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5.2 Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

5.3 Common Stock. Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Article V, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including, but not limited to, the following rights and privileges:

(a) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(b) the holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote, and there shall be no cumulative voting in the election of directors; and

(c) upon the voluntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro-rata to the holders of the Common Stock in accordance with their respective rights and interest.

5.4 Preferred Stock. Subject to the limitations and provisions set forth in these Articles of Incorporation, the Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing articles of amendment which are effective without shareholder action: (i) to increase or decrease the number of shares included in each series of Preferred Stock, or (ii) to establish in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, establishment of the following:

(a) the number of shares constituting that series and the distinctive designation of that series;

(b) the annual dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(c) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(d) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

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(v) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(e) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(f) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(g) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in such series in all respects, except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

Notwithstanding the foregoing, the Board of Directors shall not be authorized to change the right of holders of the Common Stock of the Corporation to vote one (1) vote per share on all matters submitted for shareholder action.

ARTICLE VI **Preemptive Rights Denied**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for, or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII **Registered Office and Registered Agent**

The initial registered office of the Corporation shall be located at Eagles Entry Drive, Odessa, Florida 33556, and the initial registered agent of the Corporation at such office shall be Jeffrey Montellone. The Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII **Board of Directors**

The business and affairs of the Corporation shall be managed by a Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the shareholders. The Board of Directors of the Corporation shall consist of not less than one (1) person, the exact number of directors to be determined from time to time in accordance with the by-laws of the Corporation. The initial Board

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of Directors of the Corporation shall consist of one (1) person, such director to hold office until the first annual meeting of shareholders or until his successor shall have been duly elected and qualified. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey Montelione	12712 Eagles Entry Drive Odessa, Florida 33556

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Lina Angelici, Esq.	One Tampa City Center, Suite 3200 201 N. Franklin Street Tampa, Florida 33602

ARTICLE X

Indemnification

Every person now or hereafter serving as director, officer, or employee of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all losses, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continued to be such at the time such losses, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any director, officer, or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty. Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

ARTICLE X

Bylaws

10.1 The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

10.2 The bylaws of this corporation shall be for the governance of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the Act or other laws of the State of Florida or of the United States.

ARTICLE XI
Amendment of the Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII
Affiliated Transactions; Control Share Acquisitions

12.1 The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

12.2 The provisions of Section 607.0902, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

[Signature Page Follows.]

Jun. 22. 2016 11:26AM

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, for the uses and purposes therein stated, this 22nd day of June, 2016.



Lina Angelici, as Incorporator

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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
FOR
ALLIED MANUFACTURING, INC.**

The undersigned, Lina Angelici, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

DATED this 22nd day of June, 2016.

By:


Lina Angelici, Incorporator

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