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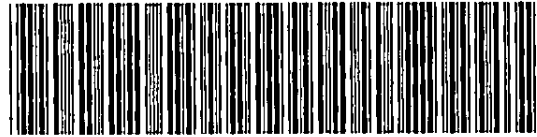
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07/28/17

COVER LETTER

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

SUBJECT: **MEDERBRI GROUP, INC.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: **Michael E. Brown**

Name (Printed or typed)

1998 Indian Springs Ct.

Address

Tallahassee, FL 32303

City, State & Zip

(850) 544-1094

Daytime Telephone number

mbrown465@comcast.net

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MEDERBRI GROUP, INC.

PREAMBLE

The undersigned, as incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (F.S.A. Chapter 607) do hereby adopt the following Articles of Incorporation:

ARTICLE ONE
Corporate Name

The name of this corporation shall be **MEDERBRI GROUP, INC.**

ARTICLE TWO
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE THREE
Nature of Business

The specific and primary purpose for which this corporation is formed are to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

ARTICLE FOUR
Principal Office

The principal place of business and mailing address of this Corporation shall be 1998 Indian Springs Court, Tallahassee, Florida 32303.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE
Authorized Stock

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE SIX
Stock Transfer

6.01 Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation and the Bylaws. The securities represented by this certificate have not been registered under the Securities Act of 1933 nor the Securities Laws of Florida, and may not be sold or otherwise transferred pursuant to either Act in the absence of an opinion of counsel of the Corporation, or counsel engaged by the Corporation, that registration is not required under either Act, except where such shares are transferred pursuant to the Bylaws of the Corporation".

6.02 Shares are transferable on the books of the Corporation upon presentation of a certificate properly endorsed, provided all indebtedness of the owner to the Corporation, including any assessments, has been paid.

ARTICLE SEVEN
Initial Registered Office and Registered Agent

The street address of the initial Registered Office of the Corporation is 1102 East Tennessee Street, Tallahassee, Florida 32308, and its initial Registered Agent located at that address is Thomas J. Brown, Esquire.

ARTICLE EIGHT
Directors

8.01 The Corporation shall initially have only three (3) Directors, however, the number of Directors may be increased to as many as eleven (11) persons to form a Board of Directors, but at no time shall there be less than one (1) person. The number of members of the Board of Directors may be increased or decreased by amendment to the Bylaws.

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

<u>NAME</u>	<u>ADDRESS</u>
1. Michael E. Brown	1998 Indian Springs Court, Tallahassee, Florida 32303
2. Dearline L. Thomas-Brown	1998 Indian Springs Court, Tallahassee, Florida 32303
3. Brian R. Brown	5856 Auvers Blvd, Apt. 18-101 Orlando, Florida 32807

ARTICLE NINE
Indemnification

The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a director, officer, or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

ARTICLE TEN
Insurance Against Professional Liability

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted

against him or her and incurred by him in any such capacity, or arising out of his or status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these Articles, or under the law.

ARTICLE ELEVEN
Incorporators

The names and addresses of the incorporator(s) of these Articles of Incorporation are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Michael E. Brown	1998 Indian Springs Court, Tallahassee, Florida 32303
2.	Dearline L. Thomas-Brown	1998 Indian Springs Court, Tallahassee, Florida 32303


ARTICLE TWELVE
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided in the Corporate Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24 day of July, 2017.



MICHAEL E. BROWN, Incorporator



DEARLINE L. THOMAS-BROWN, Incorporator

Prepared by:

Thomas J. Brown,
BROWN AND BROWN
ATTORNEYS AT LAW, P.A.
1102 East Tennessee Street
Tallahassee, Florida 32308
(850) 224-2800

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MEDERBRI GROUP, INC.**

2. The name and address of the registered agent and office is:

THOMAS J. BROWN, ESQ.
BROWN AND BROWN
ATTORNEYS AT LAW, P.A.
1102 East Tennessee Street
Tallahassee, Florida 32308

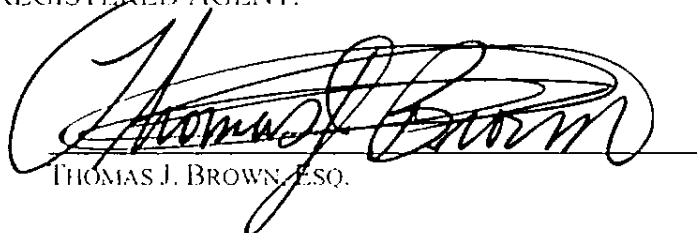
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STATE OF FLORIDA

BY: Michael E. Brown

TITLE: MICHAEL E. BROWN, INCORPORATOR

DATE: 7/24/17

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


THOMAS J. BROWN, ESQ.

DATE: 7/24/17