

# P190000032736

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To:

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Account Number : I20050000141  
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Email Address: shane@aprbiotech.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**APR BioScience, Inc.**

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ARTICLES OF INCORPORATION  
OF  
APR BIOSCIENCE, INC.

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ARTICLE I – NAME

The name of this Corporation is APR BIOSCIENCE, INC.

ARTICLE II – NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III – CAPITAL STOCK

The authorized capital of the Corporation shall be ten million (10,000,000) shares of common stock at a par value of One Cent (\$0.01) per share.

ARTICLE IV – TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V – PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address and mailing address of the principal office of this Corporation is 1409-14B Kingsley Avenue, Orange Park, Florida 32073. The Board of Directors may move the principal office from time to time.

ARTICLE VI – DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders of the Corporation.

ARTICLE VII – INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the members of the first Board of Directors are as follows:

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W. Shane McClanahan  
2584 Catawba Ridge Ct.  
Orange Park, Florida 32065

Wally Berman  
2547 Jardin Terrace  
Weston, Florida 33327

The names, street addresses, and positions of the initial officers of the Corporation are as follows:

Meredit Stines  
1409-14B Kingsley Avenue  
Orange Park, Florida 32073

President

W. Shane McClanahan  
2584 Catawba Ridge Ct.  
Orange Park, Florida 32065

Chief Medical Officer

Kyler F. Lunman, II  
1409-14B Kingsley Avenue  
Orange Park, Florida 32073

Secretary

Andrew Rossberg  
1409-14B Kingsley Avenue  
Orange Park, Florida 32073

Vice-President of Operations

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#### ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

W. Shane McClanahan  
2584 Catawba Ridge Ct.  
Orange Park, Florida 32065

#### ARTICLE IX – SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

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19 APR 18 AM 9:45

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8845 Perimeter Park Blvd., Suite 504, Jacksonville, Florida 32216, and the name of the initial registered agent of this Corporation at that address is GLAZIER & GLAZIER, P.A.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)  
W. Shane McClanahan

"Incorporator"

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for APR BIOSCIENCE, INC., a Florida Corporation, in accordance with Florida Statutes, Section 607.0501.

GLAZIER & GLAZIER, P.A.

By:  (SEAL)  
Scott L. Glazier  
Its: President

"Registered Agent"