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FLORIDA PROFIT/NON PROFIT CORPORATION
Q-MED HOLDINGS, INC.

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**ARTICLES OF INCORPORATION
OF
Q-MED HOLDINGS, INC.**

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CLERK OF CIRCUIT COURT
IN AND FOR THE STATE
OF FLORIDA

The undersigned, acting as incorporator of Q-MED HOLDINGS, INC., a Florida corporation (the "Corporation"), under the Florida Business Corporation Act (the "FBCA"), Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the corporation is: Q-Med Holdings, Inc.

**ARTICLE II
REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

(a) The address of its initial registered office in the State of Florida is: 2281 Griffin Road, Fort Lauderdale, Florida 33312. The name of its initial-registered agent at such address is Joaquin Lorie.

(b) The street address of the initial principal office of the Corporation is 2281 Griffin Road, Fort Lauderdale, Florida 33312.

**ARTICLE III
CAPITAL STOCK**

(a) The total number of shares of stock which the Corporation shall have authority to issue is One Million (1,000,000) shares of common stock with a par value of \$0.001 per share.

(b) Shareholders shall have no preemptive rights.

(c) No cumulative voting shall be permitted.

**ARTICLE IV
INCORPORATOR**

The name and address of the incorporator is: Joaquin A. Lorie, 2281 Griffin Road, Fort Lauderdale, Florida 33312.

**ARTICLE V
DIRECTORS**

(a) The property and business of the Corporation shall be controlled and managed by the Board of Directors. The number of directors which shall constitute the Board of Directors shall

be fixed by, or in the manner provided in, the Bylaws. Directors need not be shareholders of the Corporation unless the Bylaws require them to be shareholders.

(b) The initial directors of the Corporation shall be Manuel Agüero, whose address is 2281 Griffin Road, Fort Lauderdale, Florida 33312, and J. Carlos Rodríguez, whose address is 2281 Griffin Road, Fort Lauderdale, Florida 33312.

ARTICLE VI EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII PURPOSE

The nature of the business or purposes to be conducted, transacted, promoted or carried on by the Corporation is engage in any business that may lawfully be conducted by a corporation incorporated under the FBCA.

ARTICLE VIII BYLAWS

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or (ii) by a majority of the full Board of Directors. Any change so made by the shareholders may thereafter be further changed by a majority of the full Board of Directors; *provided, however*, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof by the shareholders if, at the time of enactment, the shareholders shall so expressly provide, and (B) shall not divest the shareholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

ARTICLE IX NO SHAREHOLDER LIABILITY

The shareholders of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

ARTICLE X INDEMNIFICATION

(a) The Corporation may indemnify, to the fullest extent permitted by the FBCA, any person (an "Indemnified Person") who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer,

employee or agent of the Corporation or 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; including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding; *provided*, that if the Indemnified Person is a director or officer of the Corporation, the Corporation shall indemnify such Indemnified Person in the Proceeding to the fullest extent permitted by the FBCA.

(b) The Corporation may (and in the case of a director or officer of the Corporation, shall) pay the expenses (including attorneys' fees) incurred by an Indemnified Person in defending any Proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Indemnified Person to repay all amounts advanced if it should be ultimately determined that the Indemnified Person is not entitled to be indemnified under this ARTICLE X or otherwise.

(c) Neither any amendment nor repeal of this ARTICLE X, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this ARTICLE X, shall eliminate or reduce the effect of this ARTICLE X, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE X, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

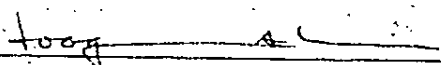
ARTICLE XI **AMENDMENTS**

(a) The Corporation shall have the authority to amend these Articles of Incorporation, at any time or from time to time, as permitted by the provisions of FCBA, as amended from time to time.

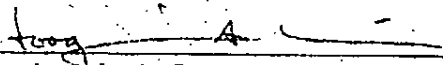
(b) Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons, and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

In affirmation thereof, the facts stated above are true and correct.

Dated: October 16, 2020


Joaquin A. Lorie, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Joaquin A. Lorie, Registered Agent