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Account#: 120000000088

Date: 01/24/2024

Name: CHRIS

Reference #: 2243702

Entity Name: GENE GUARD DETOX, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☒ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$105.00

Signature: 

● CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

● EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

● ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
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Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion **and attached Articles of Incorporation** are submitted to convert the following **eligible business entity into a Florida Profit Corporation** in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

Gene Guard, Inc.

Enter Name of the Converting Entity

2. The converting entity is a corporation
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of California
(Enter state, or if a non-U.S. entity, the name of the country)

on April 13, 2020
Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Gene Guard Detox, Inc.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: _____.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

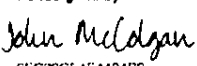
Signed this 29th day of December, 2023

Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

Printed Name: John McColgan Title: Chief Executive Officer

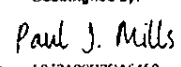
Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [DocuSigned by: _____ (indicated signature(s).)]

Signature: 
6FC29CF4E44048D9

Printed Name: John McColgan Title: Chief Executive Officer
DocuSigned by:

Signature: 
653C3D5B1AE242B

Printed Name: John Murphy Title: Executive Vice President
DocuSigned by:

Signature: 
5072A99D7DA6450

Printed Name: Paul Mills Title: Vice President

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION
of
GENE GUARD DETOX, INC.

ARTICLE I
NAME

The name of the Corporation is Gene Guard Detox, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is located at 2315 Clubview Court, Ponte Vedra Beach, Florida 32082.

ARTICLE III
PURPOSE

The Corporation's purpose shall be for any and all lawful business.

ARTICLE IV
CAPITAL STOCK

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is Ten Million (10,000,000) shares with no par value per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such

restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

(g) Pursuant to Section 607.0626, Florida Statutes, the Corporation desires to have the issuance of shares without certificates

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent in the State of Florida are FT Corporate Services, LLC, 501 Riverside Avenue, Suite 700, Jacksonville, Florida 32202.

**ARTICLE VI
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

John McColgan
2315 Clubview Court
Ponte Vedra Beach, Florida 32082

**ARTICLE VII
DIRECTORS**

(a) Number. The Corporation shall have three (3) directors. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The name and address of the members of the Board of Directors of the Corporation are:

John McColgan
John Murphy
Hans Peter Bissinger

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VIII
OFFICERS**

The name and address of the officers of the Corporation are:

John McColgan	Chief Executive Officer
2315 Clubview Court	
Ponte Vedra Beach, Florida 32082	

John Murphy	Executive Vice President
2315 Clubview Court	
Ponte Vedra Beach, Florida 32082	

Paul Mills	Vice President
2315 Clubview Court	
Ponte Vedra Beach, Florida 32082	

**ARTICLE IX
BYLAWS**


The Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE X
DURATION**

The Corporation shall exist perpetually. The Corporation's existence shall commence on the date these Articles of Incorporation are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Corporation's existence shall commence upon filing by the Department of State.

Remainder of Page Intentionally Blank – Signature Page Follows

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation for the foregoing use and purpose this 29 day of December, 2023.

DocuSigned by:


John McColgan, as Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes, Gene Guard Detox, Inc., a Florida corporation (the "*Corporation*"), submits the following statement in designating the registered office/registered agent of the Corporation in the State of Florida:

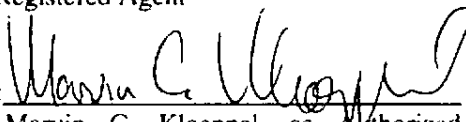
1. The name of the Corporation is Gene Guard Detox, Inc.
2. The name and address of the registered agent and office are FT Corporate Services, LLC, 501 Riverside Avenue, Suite 700, Jacksonville, Florida 32202.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the 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, as provided for in the Florida Business Corporation Act.

DATED: This 24th day of December, 2023.

FT Corporate Services, LLC,
a Florida limited liability company
as Registered Agent

By: 
Marvin C. Kloeppel, as Authorized
Representative