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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

800002623018--7

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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DIVISION OF CORPORATIONS  
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ANDROS RESOURCES, INC

☒ Profit ARTICLES

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of P/A

☐ Fictitious Name

☐ After 4:30

☒ Pick Up

☐ CUS/ G/s

Name  
Availability

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Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

8/24

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Please call Jeff Butterfield  
if any problems/questions.

THANKS !

8-24  
105

ARTICLES OF INCORPORATION

OF

ANDROS RESOURCES, INC.

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The undersigned incorporator, for the purposes of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I: The name of the corporation shall be Andros Resources, Inc.

Article II: The principal place of business and mailing address of this corporation shall be Philippe Alluard, 2655 Le Jeune Road, Suite 606, Coral Gables, FL 33134.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1000, all of which are of a par value of \$0.01 dollars each and classified as Common shares.

Article IV: The name and address of the initial registered agent are Philippe Alluard, 2655 Le Jeune Road, Suite 606, Coral Gables, FL 33134.

Article V: The name and street address of the incorporator to these Articles of Incorporation are:

NAME

ADDRESS

Eric W. Shaw

Battle Fowler, LLP  
75 East 55th Street  
New York, New York 10022

Article VI: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof; or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the

corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

Article VII: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes, are as follows:

To engage, by itself or in partnership with others in the marketing, distribution and sale of products.

Article VIII: The period of duration of the corporation is perpetual.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by such persons in connection with any action, suit or other proceeding in which such persons may be involved or with which such persons may be threatened, or other matters referred to in or covered by said provisions both as to action in any such person's official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 21st day of August, 1998.

A handwritten signature in black ink, appearing to read 'S. R. Greene', written over a horizontal line.

Stephanie R. Greene, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

CT CORPORATION SYSTEM  
1200 S. PINE ISLAND RD  
PLANTATION, FL 33324

By: Connie Bryan  
CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

Date: August 28, 1998

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