

ARTICLES OF INCORPORATION

of

HCR, INCORPORATED

We, the undersigned, hereby mutually agree to unite and associate ourselves as a corporation and, for such purpose, we hereby make, execute and adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is:

HCR, INCORPORATED

ARTICLE II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the Virgin Islands of the United States.

ARTICLE III

The total number of common shares of stock, which may be issued by the corporation, is 1000 shares with no par value.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall be \$1,000.00.

ARTICLE V

The physical location of the principal office of the corporation in the Virgin Islands is:

Plot 92 Judith's Fancy, Christiansted, VI 00820

ARTICLE VI

The Resident Agent of the Corporation in the Virgin Islands, and the physical address is:

H.C. Ruparelia
92 Judith's Fancy
Christiansted, VI 00820

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cc \$300.-

ARTICLE VII

The duration of this corporation is perpetual.

ARTICLE VIII

The number of directors which shall constitute the full board shall be such number, not less than three (3), nor more than seven (7), as from time to time shall be fixed by the by-laws, and such number may be altered from time to time and in the manner provided by the by-laws. Election of directors need not be by secret ballot unless the by-laws so provide.

ARTICLE IX

At all meetings of the stockholders, each stockholder may vote by written proxy.

ARTICLE X

Subject to the provisions of Title 13, Section 71 of the Virgin Islands Code, the corporation may enter into contracts or otherwise transact business with one or more of its directors or officers, or with any firm or association of which one or more of its directors or officers are members or employees and no such contract or transaction shall be invalidated or in any way affected by the fact that such director or directors or officer or officers have or may have interests therein that are or might be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interest is necessary to obligate the corporation on such contract or transaction. No director or directors or officer or officers having such disclosed or known adverse interest shall be liable to the corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon. The provisions of this article shall not be construed to invalidate or in any way affect any contract or transaction that would otherwise be valid under law.

ARTICLE XI

The names and addresses of the incorporators are as follows:

H.C. Ruparella	92 Judith's Fancy, Christiansted, VI 00820 P.O. Box 519, Christiansted, VI 00821
Eve Gimple	9B Prince Street, Christiansted, VI 00820 P.O. Box 223209, Christiansted, VI 00822
Wendy Wynter	9B Prince Street, Christiansted, VI 00820 P.O. Box 223209, Christiansted, VI 00822

ARTICLE XII

In furtherance and not in limitation of the powers conferred by the laws of the Virgin Islands upon corporations organized for the foregoing purposes, the corporation shall have power to borrow money, to purchase, construct, lease or otherwise acquire, own, hold, use, maintain, operate or otherwise dispose of property of any kind or character, real, personal or mixed, tangible or intangible, necessary, useful or convenient therefore, and to acquire, hold, mortgage, pledge, or dispose of shares, bonds and other evidence of indebtedness and securities of the United States of America or any state, territory or municipality therein or any domestic or foreign corporation.

ARTICLE XIII

The Board of Directors is expressly authorized in addition to the general powers conferred by law:

(a) To fix, determine and vary from time to time, the amount to be maintained as surplus and the amount or amounts to be set apart as working capital;

(b) To authorize the issuance of shares of stock for money or money's worth, upon receipt of payment therefore;

(c) To declare dividends out of the surplus profits of the corporation at their discretion;

(d) Anything to the contrary herein notwithstanding, the Board of Directors shall have the right to issue additional shares of stock for the purpose of pledging the same as security for any corporate obligation; and,

(e) To authorize the payment of compensation to the directors for services to the corporation.

ARTICLE XIV

The Board of Directors is authorized from time to time to make and adopt by-laws, subject to the right of the majority of the stockholders to amend, repeal, alter or modify such by-laws at any regular meeting, or at any special meeting called for that purpose by consent of the directors.

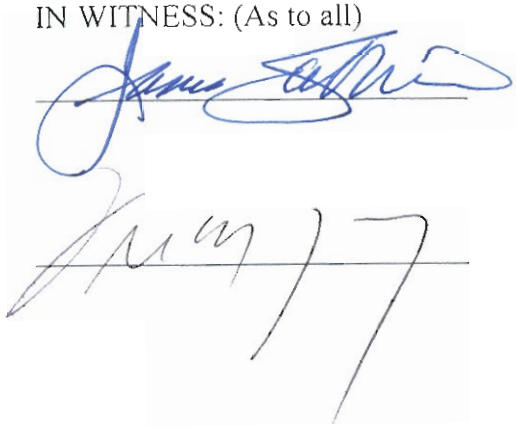
ARTICLE XV


The corporation shall have the power to indemnify any 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 to the extent permitted by, and in accordance with the law of the Virgin Islands.


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IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals this 16th day of January, 2013.

IN WITNESS: (As to all)




H.C. Ruparelia

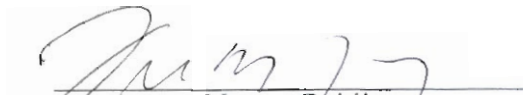

Eve Gimble


Wendy Wynter

ACKNOWLEDGEMENT

TERRITORY OF THE VIRGIN ISLANDS)
DISTRICT OF ST. CROIX)ss:

On this 16th day of January, 2013, before me came and personally appeared H.C. Ruparelia, Eve Gimble and Wendy Wynter, the foregoing Incorporators, all to me known and known to me (or satisfactorily proved) to be the individuals described in and who executed the foregoing Articles of Incorporation, and that they did thereupon individually and severally acknowledge that they signed the same freely and voluntarily for the purposes therein contained.


Notary Public

Felice M. Quigley, Esq.
Notary Public, US Virgin Islands
Commission No. LPN-09-12
Judicial District of St. Croix
Commission Expires June 7, 2016

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THE UNITED STATES VIRGIN ISLANDS
 OFFICE OF THE LIEUTENANT GOVERNOR
 DIVISION OF CORPORATIONS AND TRADEMARKS

5049 Kongens Gade
 Charlotte Amalie, Virgin Islands 00802
 Phone - 340 776.8515
 Fax - 340 776.4612

1105 King Street
 Christiansted, Virgin Islands 00820
 Phone - 340 773.6449
 Fax - 340 773.0330

FRANCHISE TAX REPORT – DOMESTIC CORPORATION
 CORPORATE FILINGS AND REQUISITE TAXES ARE DUE, EACH YEAR, ON OR BEFORE JUNE 30th.
 AVOID PENALTIES AND INTEREST BY PAYING ON TIME.

TODAY'S DATE	01/29/2013
TAX CLOSING DATE	
EMPLOYER IDENTIFICATION NO. (EIN)	

SECTION 1

CORPORATION NAME	HCR, Incorporated
PHYSICAL ADDRESS	92 Judith's Fancy, Christiansted, VI 00820
MAILING ADDRESS	PO Box 519, Christiansted, VI 00821
DATE OF INCORPORATION	01/29/2013
NATURE OF BUSINESS	Real Estate

SECTION 2

CAPITAL STOCK AUTHORIZED ON LAST FILED REPORT		
CAPITAL STOCK AUTHORIZED ON THIS DATE	1000.00	1000.00

SECTION 3 - PAID-IN CAPITAL STOCK USED IN CONDUCTING BUSINESS

A. AS SHOWN ON LAST FILED REPORT	
B. ADDITIONAL CAPITAL PAID SINCE LAST REPORT	1000.00
C. SUM OF 'A' AND 'B' ABOVE	1000.00
D. PAID-IN CAPITAL WITHDRAWN SINCE LAST REPORT	
E. PAID-IN CAPITAL STOCK AT DATE OF THIS REPORT	1000.00
F. HIGHEST TOTAL PAID-IN CAPITAL STOCK DURING REPORTING PERIOD	1000.00

SECTION 4 - COMPUTATION OF TAX

A. AT RATE OF \$1.50 PER THOUSAND (PLEASE ROUND DOWN TO THE NEAREST THOUSAND) ON HIGHEST TOTAL PAID-IN CAPITAL STOCK AS REPORTED ON LINE C F ABOVE	150.00
B. TAX DUE (4A OR \$150.00 (WHICHEVER IS GREATER))	150.00

SECTION 5 - PENALTY AND INTEREST FOR LATE PAYMENT

A. PENALTY - 20% OR \$50.00 (WHICHEVER IS GREATER) OF 4B	0.00
B. INTEREST - 7% COMPOUNDED ANNUALLY FOR EACH MONTH, OR PART THEREOF, BY WHICH PAYMENT IS DELAYED BEYOND THE JUNE 30 th DEADLINE	0.00
C. TOTAL PENALTY AND INTEREST	

SECTION 6 - TOTAL DUE (TAXES, PENALTY, INTEREST)

SUM OF 4B AND 5C	\$150.00
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DECLARE UNDER PENALTY OF PERJURY, UNDER THE LAWS OF THE UNITED STATES VIRGIN ISLANDS, THAT ALL STATEMENTS CONTAINED IN THIS APPLICATION, AND ANY ACCOMPANYING DOCUMENTS, ARE TRUE AND CORRECT, WITH FULL KNOWLEDGE THAT ALL STATEMENTS MADE IN THIS APPLICATION ARE SUBJECT TO INVESTIGATION AND THAT ANY FALSE OR DISHONEST ANSWER TO ANY QUESTION MAY BE GROUNDS FOR DENIAL OR SUBSEQUENT REVOCATION OF REGISTRATION.

TREASURER

SIGNATURE _____ DATE _____

PRESIDENT

SIGNATURE *Eve Gimble* DATE _____

Eve Gimble, Incorporator

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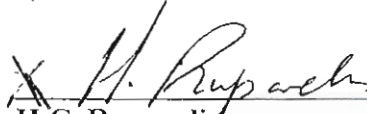
Consent of Agent for Service of Process

HCR, INCORPORATED

This writing witnesseth that the undersigned, **H.C. Ruparelia**, having been designated by **HCR, INCORPORATED**, as resident agent of the said company upon whom service of process may be made in all suits arising against the said company in the Courts of the Virgin Islands, do hereby consent to act as such agent, and that service of process may be made upon me in accordance with Title 13 of the Virgin Islands Code.

IN WITNESS WHEREOF, I have hereunto set my signature this 16th day of January, 2013.

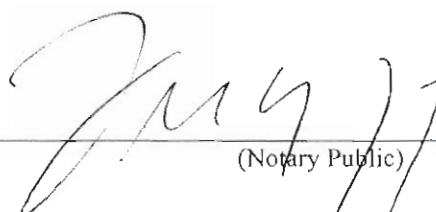
I DECLARE, UNDER PENALTY OF PERJURY, UNDER THE LAWS OF THE UNITED STATES VIRGIN ISLANDS, THAT ALL STATEMENTS CONTAINED IN THIS APPLICATION, AND ANY ACCOMPANYING DOCUMENTS, ARE TRUE AND CORRECT, WITH FULL KNOWLEDGE THAT ALL STATEMENTS MADE IN THIS APPLICATION ARE SUBJECT TO INVESTIGATION AND THAT ANY FALSE OR DISHONEST ANSWER TO ANY QUESTION MAY BE GROUNDS FOR DENIAL OR SUBSEQUENT REVOCATION OF REGISTRATION



H.C. Ruparelia

DAYTIME CONTACT NUMBER 340-771-0980
MAILING ADDRESS PO BOX 519, CHRISTIANSTED, VI 00821
PHYSICAL ADDRESS 92 JUDITH'S FANCY, CHRISTIANSTED, VI 00821
EMAIL ADDRESS rupareliah@aol.com

Subscribed and sworn to before me this 16th day of January, 2013.



(Notary Public)

Felice M. Quigley, Esq.
Notary Public, US Virgin Islands
Commission No. LPN-09-12
Judicial District of St. Croix
Commission Expires 01/16/2016

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**BYLAWS OF
HCR, INCORPORATED**

Adopted January 29, 2013

ARTICLE I : OFFICES

The principal office of the corporation in the Territory of the Virgin Islands is located at 92 Judith's Fancy, Christiansted, VI 00820, on the island of St. Croix. The corporation may have other offices, within or without the Island of St. Croix, as the Board of Directors may designate, and as the business of the corporation may require.

ARTICLE II : SHAREHOLDERS

1. Annual Meeting. The annual meeting of the shareholders will be held in the first quarter of the calendar year, on a date to be determined by the board of directors, for the purpose of electing directors and for the transaction of any other business that may come before the meeting. If the election of directors is not held on the day designated for any annual meeting of the shareholders or at any adjournment of the meeting, the board of directors shall call for the election to be held at a special meeting of the shareholders as soon thereafter as possible.

2. Special Meetings. Special meeting of the shareholders, for any purpose may be called by the President or by the Board of Directors. A special meeting must be called by the President if requested by the holders of not less than 30% of all outstanding shares of the corporation entitled to vote at the meeting.

3. Meeting Place. The Board of Directors may designate any place within or without the Territory of the Virgin Islands as the meeting place for any annual meeting of the shareholders called by the Board of Directors. If no designation is made, or if a special meeting is called in a different manner than that described in this section, the place of meeting shall be the principal office of the corporation in the Territory of the Virgin Islands. Meetings may be held by teleconference or video conference.

4. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by telefax or by United States Mail, to each shareholder of record entitled to vote at the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the shareholder at his/her address as it appears on the stock transfer books of the corporation. with postage prepaid.

5. Closing of Transfer Books or Fixing Record Date. To determine which shareholders are entitled to:

- (a) Notice of any meeting;
- (b) Vote at any meeting;
- (c) Receive payment of any dividend;

or to identify shareholders for any other purpose, the board of directors may close the stock transfer books for a stated period not to exceed fifty days. If the stock transfer books are closed to determine which shareholders are entitled to notice or to vote at a meeting of shareholders, the books must be closed at least ten days before the meeting. In lieu of closing the stock transfer books, the board of directors may fix in advance a date as the record date for any identification of shareholders, the date to be not more than fifty days and in case of a meeting of shareholders, not less than ten days before the date on which the particular action is to taken. If the stock record books are not closed and no record date is fixed, the date on which notice of the meeting is mailed or the date on which the resolution of the board of directors declaring the dividend is adopted, shall be the record date for determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, the determination shall apply to any adjournment of the meeting.

6. Voting Record. The officer or agent of the stock transfer books of the corporation will make a complete record of the shareholders entitled to vote at each meeting of the shareholders, or any adjournment of the meeting, arranged in alphabetical order, with each stockholder's address and the number of shares held by each stockholder. These records will be produced and kept open at the time of the meeting and will be subject to the inspection of any shareholder during the time of the meeting.

7. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders. If there are less than a majority of the shares represented, the meeting may be adjourned without further notice. At an adjourned meeting where a quorum is present, any business may be transacted which might have been transacted at the original meeting.

8. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his/her authorized attorney-in-fact. A proxy must be filed with the secretary of the corporation before or at the time of the meeting. No proxy will be valid after eleven months from the date of its execution, unless the proxy provides or otherwise. A proxy sent by telefax will be valid if followed by a proxy containing the original signature of the shareholder, which is filed with the secretary not more than ten (10) days following the meeting for which the proxy is issued.

9. Voting of shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to shareholders.

10. Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all shareholders entitled to vote on the action.

ARTICLE III. BOARD OF DIRECTORS

1. General Powers. The business and affairs of the corporation will be managed by the board of directors.

2. Number, Tenure and Qualifications. The number of directors of the corporation shall be three (3). Each director shall hold office for a term of two years. At the first election of Directors, two Directors shall be elected for a term of one year and one Director shall be elected for a term of two years. Each Director shall hold office until his or her successor has been elected and qualified.

3. Regular Meetings. A regular meeting of the board of directors will be held without any notice other than this bylaw immediately after, and at the same place as, the annual meeting of shareholders. The board of directors may fix, by resolution, the time and place, either within or without the Territory of the Virgin Islands of additional regular meetings without any notice other than the resolution. Any meeting may be held by teleconference or videoconference.

4. Special Meeting. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person(s) authorized to call special meetings of the board of directors may fix the time and place, either within or without the Territory of the Virgin Islands, of any special meeting of the board of directors called by them. Any such meeting may be held by teleconference or videoconference.

5. Notice. Notice of any special meeting shall be given at least seven days in advance in writing, delivered personally, mailed or faxed to each director at his/her business, address. If mailed, the notice shall be deemed delivered when deposited in the United States mail, addressed, with postage prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of that meeting, unless the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6. Quorum. A majority of the number of directors fixed by section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the board of directors. If less than a majority is present at a meeting, a majority of the directors present at a meeting of the directors present may adjourn the meeting without further notice.

7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

8. Action without a Meeting. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing stating the action to be taken, is signed by all of the directors. A fax signature shall be valid as an original on any such consent.

9. Vacancies. Any vacancy in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the board of directors for a term of office continuing only until the next election of directors by the shareholders.

10. Compensation. By resolution, the board of directors may direct that each director be reimbursed for expenses actually incurred in attending each meeting of the board of directors. The board of directors, by resolution, may also set an annual salary for each director, a stated sum for attending a meeting of the board of directors, or both. This payment shall not preclude any director from serving the corporation in any other capacity and receiving compensation for that service.

11. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless his/her dissent to the action appears in the minutes of the meeting, or unless he/she files his/her written dissent to the action with the person acting as the secretary of the meeting before adjournment, or forwards his/her dissent by registered mail to the secretary of the corporation immediately after adjournment of the meeting. This right to dissent does not apply to a director who voted in favor of the action.

ARTICLE IV. OFFICERS

1. Number. The officers of the corporation shall be a president, one or more vice-presidents (the number to be determined by the board of directors), a secretary, and treasurer, each of whom shall be elected by the board of directors. Other officers may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except the offices of the president and secretary.

2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors following the annual meeting of the shareholders. If the election of officers is not held at that meeting, the election shall be held as soon as convenient. Each officer shall hold office until his/her successor has been elected and has qualified or until he/she dies, resigns, or has been removed in the manner provided in section 3 of this article.

3. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the removal will serve the best interests of the corporation.

4. Vacancies. A vacancy in any office for any reason may be filled by the board of directors for the unexpired portion of the term.

5. President. The president is the principal executive officer of the corporation and, subject to the control of the board of directors, will supervise and control all of the business and affairs of the corporation. He/she will preside at all meetings of the shareholders. He/she may sign, with the secretary or any other officer of the corporation authorized by the board of

directors, certificates for shares of the corporation as well as deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president may not sign these documents where their signing and execution has been expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the corporation or where the Territory of the Virgin Islands requires the documents to be signed or executed by others. In general, he/she will perform all duties incident to the office of president and all other duties as may be prescribed by the board of directors.

6. The Vice-President. In the president's absence, death, or inability or refusal to act, the vice-president (or in the event there is more than one vice-president, the vice-president in the order designated at the time of their election; or in the absence of any designation, then in the order of the election) shall perform the duties of president. When the vice-president is acting as president, he shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president may sign, with the secretary or an assistant secretary, certificates for shares of the corporation and perform other duties that may be assigned by the president or by the board of directors.

7. The Secretary. The secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the corporation's seal and see that the corporation's seal is affixed to all documents that must be executed under its seal; (d) keep a register of the address of each shareholder which has been given to the secretary by each shareholder; (e) sign with the president, or a vice-president, certificates for shares of the corporation; and (g) perform all duties incident to the office of secretary and any other duties that may be assigned by the president or the board of directors.

8. The Treasurer. The treasurer shall: (a) have charge and custody of all funds and securities of the corporation; (b) receive and give receipts for money's due and payable to the corporation from any source and deposit all the corporation's moneys in the name of the corporation in the banks, trust companies or other depositories that are selected in accordance with the provisions of these bylaws; and (c) in general perform all of the duties incident to the office of treasurer and any other duties that may be assigned by the president or the board of directors. If required by the board of directors, the treasurer will give a bond for the faithful discharge of his duties in a specified sum and with the surety or sureties designated by the board of directors.

9. Salaries. The salaries of the officers will be fixed by the board of directors. No officer shall be denied a salary because he or she is also a director of the corporation.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The board of directors may authorize one or more officers or agents to enter into any contract or execute and deliver any instrument on behalf of the corporation. This authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution in the board of directors. This authority may be general or confined to specific instances.

3. Checks, drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the corporation's name shall be signed by the officers and/ or agents of the corporation in the manner authorized by resolution of the board of directors.

4. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in banks, trust companies or other depositories that the board selects.

ARTICLE VI. CERTIFICATES FOR SHARES AND THEIR TRANSFER

1. Certificates for shares. Certificates representing shares of the corporation shall be in the form specified by the board of directors. The certificates shall be signed by the president or a vice-president and by the secretary or an assistant secretary and sealed with the corporate seal or a facsimile. The officers' signatures upon a certificate may be facsimiles if the corporation's transfer agent or registrar manually signs the certificate. Each certificate will be consecutively numbered or otherwise identified. The name and address of each person to whom certificates are issued, with the number of shares represented by the certificate and date of issuance shall be entered in the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate will be issued until the former certificate for a like number of shares has been surrendered and canceled. In case of a lost, destroyed or mutilated certificate, a replacement may be issued upon terms and indemnity to the corporation as the board of directors may prescribe.

2. Transfer of shares. Transfer of the corporation's shares will be entered in the corporation's stock transfer books only when authorized by the holder of record or the holder's legal representative, who shall provide proper evidence of his authority filed with the corporation's secretary. No transfer of shares will be entered in the stock transfer book unless the certificate representing the shares has been surrendered for cancellation. The person or entity in whose name shares are entered in the stock transfer ledger shall be deemed to be the owner of the shares for all purposes. No shares of stock shall be sold or transferred on the books of the corporation until the corporation and/or remaining shareholders have had the opportunity to exercise the option to purchase in accordance with the following provisions.

3. Restriction on transfer of shares. No shareholder of the corporation shall have the right to sell, transfer, pledge or otherwise dispose of during his lifetime, any shares of the capital stock

of the corporation without first offering the shares to the corporation or its remaining stockholders pursuant to the following option to purchase.

4. Option on death of stockholder. The corporation shall have the option to purchase all of the shares issued by this corporation upon the death of any stockholder. The option period shall commence with the date of the shareholder's death and extend through the ninetieth (90) day following the death. The price to be paid for such shares shall be the amount, which is equal to the net book value of such stock on the books of the corporation as of the close of the month preceding the month during which such stockholder's death occurs.

5. Option on voluntary sale or transfer. The corporation shall have the option to purchase all shares of its capital stock owned by any shareholder at any time during the period commencing with the date on which the corporation receives from such shareholder written notice that he:

(a) Has received a bona fide offer in writing from any responsible person other than the corporation to purchase all or any portion of his shares of capital stock which he desires to accept; or

(b) Has made a bona fide offer to sell all or any portion of his shares of capital stock to any responsible person other than the corporation, which offer has been accepted by such person in writing; or

(c) Has become involved with creditors to such an extent that his shares of capital stock are about to be subject to or have been subject to seizure by his creditors; or

(d) Desires to transfer by gift all or any portion of his shares of capital stock;

and ending with the thirtieth (30) day after receipt of written notice. If a stockholder receives such an offer, receives such an acceptance, becomes so involved with his creditors or desires to make a transfer by gift, he shall immediately notify the corporation in writing. Such notice by the stockholder shall contain photostatic copies of any offers or acceptances.

6. Exercise of option. In the event the option is exercised, the price for the shares shall be the amount which is equal to the net book value of such stock on the books of the corporation as of the close of the month preceding the month during which the corporation receives written notice under 5(c) & 5(d), above, or, in the case of a contemplated sale under 5(a) or 5(b), the sales price, whichever amount is lesser. The option shall be exercised, if at all, by mailing to the stockholder at his last known address, written notice of the election to exercise the option and purchase the stock. Such notice shall at a minimum:

(a) Specify the price to be paid for the stock;

(b) Contain a copy of the balance sheet of the corporation as of the month preceding the month in which written notice of the option is received by the corporation; and

(c) Specify a date not less than twenty (20) nor more than thirty (30) days after the date of such notice as the date on which the stock will be delivered to the corporation and paid for.

The option may be exercised in whole or in part.

7. Assignment of option. The corporation shall have the right, in lieu of exercising this option, to assign this option to its remaining shareholders, in the same proportion as their respective stock interests then exist. Unless they agree otherwise to a different proportion, said stock shall be so offered for a period of thirty days to the remaining stockholders. In the event that any of said stock is not purchased by the remaining stockholders, or any one of them, the stock may be sold or otherwise transferred to a third party on the same terms and conditions offered to the corporation and remaining shareholders.

8. Calculation of "net book value". As used herein, "net book value" means the book value determined under accepted principles of accounting after deduction of liabilities and adequate reserves for depreciation, for obsolescence, for taxes, for bad debts and for other proper purposes. Inventories shall be valued at the lower of cost or market. Such book value shall be determined by a reputable certified public accountant selected by the corporation, provided however that the certified public accountant selected shall be wholly independent of and in no way connected with, and not in the regular or customary employ of the corporation.

9. Option irrevocable. This option shall be irrevocable, and the provisions in regard thereto shall be subject to the remedy of specific performance. These provisions shall be binding upon all stockholders, their executors, administrators, heirs, legatees, successors and assigns, and upon the corporation, its successors and assigns.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty first day of December in each year.

ARTICLE VIII. DIVIDENDS

The board of directors may declare and the corporation may pay dividends of its outstanding shares in the manner and upon the terms and conditions provided by law and the corporation's Articles of Incorporation.


ARTICLE IX. WAIVER OF NOTICE

Whenever any notice must be given to any shareholder or director of the corporation under the provisions of these bylaws or under the law of the Territory of the Virgin Islands, a waiver of notice signed by the person or persons entitled to the notice, whether before or after the time set out in the notice, is equivalent to the giving of notice. A fax signature shall be valid as an original.

ARTICLE X. AMENDMENTS

These bylaws may be altered, amended, repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

Adopted this 29th day of January, 2013, at the first meeting of the corporation.



Brian Romine

**GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES**

Charlotte Amalie, St. Thomas, VI 00802
-----O-----

OFFICE OF
THE LIEUTENANT GOVERNOR

DIVISION OF CORPORATION & TRADEMARKS
340-776-8515

KONGENS GADE NO 18
CHARLOTTE AMALIE, ST. THOMAS
UNITED STATES VIRGIN ISLANDS 00802

CERTIFICATE OF AUTHENTICATION

It being within the province of my office, I, the undersigned Gregory R. Francis, Lieutenant Governor of the Virgin Islands, being satisfied by due proof, hereby certify the attached is a true and correct copy of the Statement of Merger of:

INNOVATIVE ASSET GROUP, INC.
(a corporation of the State of Colorado)

to

HCR, INCORPORATED
(a corporation of the Territory of United States Virgin Islands)

which is now on file and of record in this office in accordance with the General Corporation Law, Title 13, Virgin Islands Code.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Government of the Virgin Islands to be affixed at Charlotte Amalie, St. Thomas, Virgin Islands this 17th day of May, 2013.



A handwritten signature in blue ink, appearing to read "G. R. Francis", written over a horizontal line.

GREGORY R. FRANCIS
Lieutenant Governor

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

of

HCR, INCORPORATED, hereinafter "Corporation"

Pursuant to a Resolution of the Directors of the Corporation, adopted at meeting and approved by H.C. Ruparelia, as sole shareholder of the Corporation, duly called and noticed pursuant to T. 33, section 222 of the Virgin Islands Code, ARTICLE I of the Article of Incorporation filed January 29, 2013 are hereby amended to state:


ARTICLE I

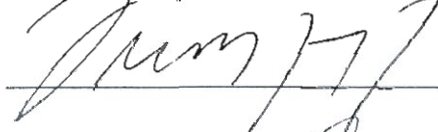
The name of the corporation is:

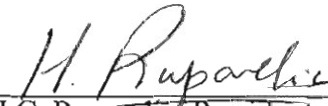
Innovative Asset Group, Inc.

IN WITNESS WHEREOF, I have hereunto subscribed our names and affixed our seals this 23rd day of May, 2013.

IN WITNESS as to all:

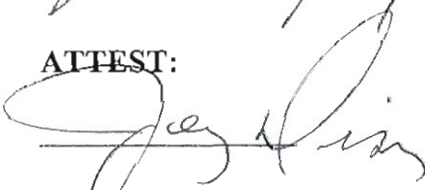






H.C. Ruparelia, President

ATTEST:



Rebecca Joy Disney
Secretary

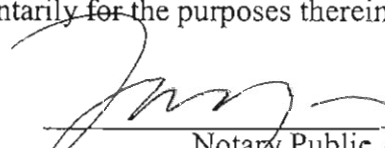
RECEIVED
LT. GOV. OFFICE
CORPORATIONS - STX
2013 MAY 24 AM 11 30

ACKNOWLEDGEMENT

TERRITORY OF THE VIRGIN ISLANDS)
DISTRICT OF ST. CROIX)ss:

On this 23rd day of May, 2013, before me came and personally appeared H.C. Ruparelia, President of HCR Incorporated and executed the foregoing Amendment to Articles of Incorporation, freely and voluntarily for the purposes therein contained.

Felice M. Outgley, Esq.
Notary Public, US Virgin Islands
Commission No. LPN-09-12
Judicial District of St. Croix
Commission Expires June 7, 2016



Notary Public

LT GOV'S-TAX ACC & REC
1131 KING ST. STE 101
ST. CROIX, V.I. 00820

TID 21000686
MERCHANT 4549190012575

VISA/MC
85601

SALE

BATCH: 000203 TRACE: 001795
DATE: Jan 29, 13 TIME: 11:43
001992 AUTH NO: 24342P

TOTAL \$300.00

EVE S GIMPLE

I AGREE TO PAY ABOVE TOTAL AMOUNT
ACCORDING TO CARD ISSUER AGREEMENT
MERCHANT AGREEMENT IF CREDIT VOUCHER

CUSTOMER COPY

COMM. OF PROP. & PROC.

GOVERNMENT OF THE VIRGIN ISLANDS

OFFICIAL CASHIER RECEIPT NO. 2809340

ISLAND STT <input type="checkbox"/> STX <input checked="" type="checkbox"/> STJ <input type="checkbox"/>	COLL NUMBER 3001	DATE 1 29 13
LOCATION PROP. PRO <input type="checkbox"/> ADMIN OFF <input type="checkbox"/> EDA <input type="checkbox"/> PNR <input type="checkbox"/> DPS <input type="checkbox"/> HEALTH <input type="checkbox"/> HOUSING <input type="checkbox"/> LIC <input type="checkbox"/> TERR. COURT <input type="checkbox"/> PWD <input type="checkbox"/> LT GOV <input type="checkbox"/> SBDA <input type="checkbox"/> TREAS <input type="checkbox"/> SPEC FAC <input type="checkbox"/> EMP SEC.		
OTHER <input type="checkbox"/>		

RECEIVED FROM: CHECK NO. C/C CASH

HER Incorporated DOLLARS

COLLECTORS SIGNATURE [Signature] \$ 300.00

PURPOSE OF PAYMENT filmy fees \$50.00
from \$150.00

FUND OR ACCOUNT DESCRIPTION				
TITLE				
CODE				
LL ORG	ACCT	TASK	OPT	COST CENTER
3002	210852	150.00		RW100
	211622	50.00		

LAW OFFICE OF FELICE M. QUIGLEY P.C.

84268050P5050853T0L0H00s12.00V510H3E6.0
C60F
MISCELLANEOUS PAYMENT RECPT# 2221401
Gov't of the U.S. Virgin Island
2314 Kronprindsens Gade
Charlotte Amalie VI 00802

DATE: 04/24/13 TIME: 15:39
CLERK: ythomas1 DEPT: LTGOVSTX
CUSTOMER#: 0
COMMENT: STMT OF MERGER
CHG: 211692 OTHER MISC (NOT 150.00
AMOUNT PAID: 150.00

PAID BY: HCR INC/INNOVATIVE A
PAYMENT METH: CHECK 3984
REFERENCE:
AMT TENDERED: 150.00
AMT APPLIED: 150.00
CHANGE: .00

4/23/2013

3984

150.00

150.00

WAIVER OF NOTICE
OF THE ORGANIZATIONAL MEETING
OF
HCR, INCORPORATED

We, the undersigned, being all the incorporators named in the Articles of Incorporation of **HCR, INCORPORATED** ("Corporation") hereby agree and consent that the organizational meeting thereof shall be held on the date and at the time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Date of Meeting: January ~~27~~ 2013

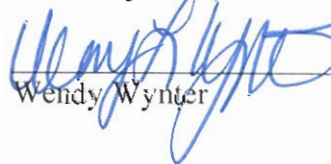
Time of Meeting: ~~10~~ 00 pm

Place of Meeting: 9B Prince Street, Christiansted, VI 00820

H.C. Ruparelia



Eve Gimple



Wendy Wynter

Minutes of the Organizational Meeting of
HCR, INCORPORATED
Christiansted, St. Croix, U.S. Virgin Islands

The organizational meeting of the Incorporators of **HCR, INCORPORATED** was held at the Law Office of Felice M. Quigley located at 9B Prince Street, Christiansted, St. Croix on this 29th day of January, 2013. The undersigned, being all the Incorporators, were present at the meeting. H.C. Ruparelia, who acted as Chairman of the meeting, until election of Directors, opened the Meeting and Eve Gimple acted as Secretary. Attorney Felice M. Quigley was present and acted as legal counsel for the corporation.

The Secretary presented the original of the Articles of Incorporation dated January 16, 2013, and filed with the Office of the Lieutenant Governor on January 29, 2013, which are made a part of these minutes. The Secretary was directed to insert a copy of these Articles in the minute book of the Corporation.

The Secretary presented the WAIVER OF NOTICE of the Meeting, which was signed by each Incorporator.

Pursuant to Title 13, Section 191 of the Virgin Islands Code, the following individuals were nominated and elected by unanimous vote as directors of the Corporation:

H.C. Ruparelia
Brian Romine
Rebecca Joy Disney

The newly elected directors assumed their responsibilities immediately and the organizational meeting was also considered as the first meeting of the directors.

The directors of the Corporation then nominated and elected by unanimous vote the following individuals to the offices set forth beside their respective names:

President/Treasurer: H.C. Ruparelia

Vice-President/Secretary: Brian Romine

The newly elected Officers assumed their responsibilities immediately and the organizational meeting was also considered as the first meeting of the directors.

The Secretary then presented the SHAREHOLDERS AGREEMENT for the total of 1000 shares of common stock of the Corporation, a copy of which is attached hereto as Exhibit "A". The Secretary also stated that the payment required by this agreement had been tendered along with the agreement and accepted, and the proper officers of the Corporation were directed to issue the stock certificates evidencing the stock subscribed for in the agreements.

The Secretary then presented a form of the Stock Certificate attached hereto as Exhibit "B". Upon motion being duly made and seconded, the form was adopted as the form of the Stock Certificate to be used by the Corporation.

The Secretary presented a proposed set of Bylaws. The proposed Bylaws were read, considered and upon motion being duly made and seconded, were adopted as the Bylaws of the Corporation. The Secretary was directed to place a copy of the Bylaws in the minute book of the Corporation.

Upon motion being duly made and seconded, the form of the seal for the corporation pressed below was adopted and approved as the seal of the corporation.

Upon motion being duly made and seconded, as designated by the Directors as the banking depository for the funds of the Corporation, and the bank's printed form of resolution to open an account was adopted. A copy of this resolution is attached hereto as Exhibit "C".

Upon motion being duly made and seconded, the directors adopted the following resolution:

RESOLVED, the corporate record book, including the stock transfer ledger, is adopted as the record book and stock transfer ledger of the Corporation.

Upon motion being duly made and seconded, the directors adopted the following resolution:

RESOLVED, the Treasurer of the Corporation is hereby authorized to reimburse the incorporators and any other person for any and all charges and expenses incident to or arising out of the organization of the Corporation.

Upon motion being duly made and seconded, the directors adopted the following resolution:

RESOLVED, an office of the Corporation shall be established at Plot 92 Judith's Fancy, Christiansted, VI 00820 and that meetings of the Board of Directors shall be held at the offices or such other place from time to time as the Directors may determine.

Upon motion being duly made and seconded, the directors adopted the following resolution:

RESOLVED, the acts of the incorporators, organizers and those persons acting on their behalf are hereby adopted and ratified.

Upon motion being duly made and seconded, the directors adopted the following resolution:

RESOLVED, that the directors issue the stock certificates in accordance with the terms and conditions of the Shareholders Agreement. The directors have determined that the restrictions on the selling and/or transfer of said stock, as set forth in the Shareholders Agreement, and that all terms and conditions of any such sale and/or transfer, are fair and equitable.

The Treasurer reported that the minimum capital required to commence business and payment by the sole subscriber to the shares of stock of the amount required for the purchase of stock had been received by the corporation, and the Secretary of the Corporation was directed to issue the stock certificates evidencing the stock subscribed for.

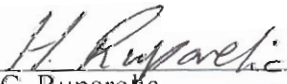
Upon motion being duly made and seconded, and the corporation having received the minimum amount of capital required by the Articles of Incorporation, the Board of Directors adopted the following resolution:

RESOLVED, the Corporation shall effective immediately commence to carry on the businesses for which it was incorporated.


No further business was brought before the meeting, and the meeting was adjourned.

Dated this 29th day of January, 2013 at Christiansted, St. Croix, U.S.V.I.

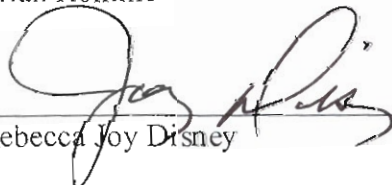
DIRECTORS:



H.C. Ruparelia

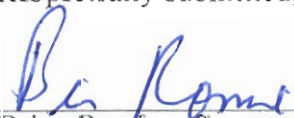


Brian Romine



Rebecca Joy Disney

Respectfully submitted,



Brian Romine, Secretary

**SHAREHOLDERS AGREEMENT
HCR, INCORPORATED**

This Agreement, made this 29th day of January, 2013, by and between H.C. Ruparelia and _____ hereinafter jointly and individually referred to as the "parties".

WHEREAS the parties have agreed to organize and operate a for-profit corporation under the laws of the Territory of the Virgin Islands of the United States for the purpose of operating a business,

NOW THEREFORE, in consideration of mutual covenants and other valuable consideration exchanged, the parties hereby agree as follows:

1. We have made initial capital contributions in cash, property or services rendered commensurate with the shares issued to us as set forth below.

2. There will be 1,000 authorized shares of stock issued to us to be held jointly with right of survivorship.

3. Except as specified in this agreement, no shares issued may be sold, transferred, pledged or otherwise encumbered without written consent of all the shareholders, or according to the procedure specified under the by-laws.

4. No transfer of any shares shall be made if such transfer does not comply with all securities and other applicable laws, or if the transfer will cause dissolution for tax purposes. The Corporation may, in addition to other provisions hereof, require as a condition to permitting any transfer an opinion of counsel, at the transferor's expense, satisfactory to the Officers, showing that no violation of any applicable law or dissolution for tax purposes shall result from such transfer.

5. The corporation shall elect to be a subchapter S corporation under the provisions of the Internal Revenue Code of the United States as applicable to the U.S. Virgin Islands.

6. Each certificate for shares issued by the Corporation shall bear a notation or legend giving notice of all of the following:

- (a) the fact that the shares represented by the certificate are subject to restrictions upon transfer imposed by this Agreement and the By-laws of the Corporation;
- (b) the fact that the shares represented by the certificate are subject to a Voting Agreement or an irrevocable proxy;
- (c) the legend prescribed by law; and
- (d) the Sub-Chapter S status legend.

7. Before any dividends or payments for or upon shares are made, the Stockholders, Directors and Officers shall consult with the Corporation's legal counsel and accountant to obtain their opinion as to whether such dividends, distributions or payments for or upon shares may be made legally.

8. The parties shall cause the execution and filing of Articles of Incorporation in the form attached as Exhibit A.

9. Attached hereto as Exhibit B and incorporated herein by reference are a set of By-laws which shall be the By-laws of the corporation, which the parties shall cause to be adopted after the formation of the corporation.

10. The Corporation initially shall have three (3) Directors who shall be:

H.C. Ruparelia

Brian Romine

Rebecca Joy Disney

11. The initial officers of the Corporation shall be:

President/Treasurer: H.C. Ruparelia

Vice-President/Secretary: Brian Romine

12. At the initial meeting of the Corporation, the Directors and Officers shall authorize the Corporation to reimburse all expenses incurred in connection with the organization of the Corporation, which may be paid out of the capital received by it in payment for its shares without impairing capital or rendering such shares not fully paid and non-assessable.

13. All parties to this Agreement shall vote their own shares, however, all parties hereto agree to vote their shares in favor of all actions required explicitly or implicitly to be taken under this Agreement and against any action explicitly or implicitly contrary to this Agreement.

If any party to this Agreement should attempt to vote his shares contrary to the provisions of this Agreement, such vote shall be of disregarded and shall have no force and effect. Immediately and automatically, upon the attempt to vote such shares contrary to the terms of this Agreement, the other parties hereto shall have a proxy to vote such shares in the manner required by the terms of this Agreement. Such proxy shall be deemed an irrevocable proxy, which continues during the term of this Agreement.

14. It is agreed that the purpose of the corporation is to conduct any business lawful in the United States Virgin Islands

H.C. Ruparelia

Law Office of Felice M. Quigley

Felice M. Quigley, RN, JD

Admitted in PA, NJ and USVI

COPY
LAW OFFICES OF FELICE M. QUIGLEY, P.C.

January 29, 2013

Office of Corporations
VIA HAND DELIVERY

Reference: HCR, INCORPORATED

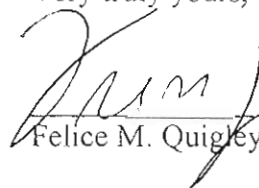
Dear Sir/Madam:

Enclosed please find 2 Articles of Incorporation and resident agent consent form. Payment of \$300.00 has been made to the cashier, which represents \$150.00 for filing the Articles and \$150.00 for the first year's corporate franchise tax fee. Please take the necessary steps to issue a Certificate of Incorporation. The Incorporators of HCR, Incorporated have requested that the originals and the Certificate of Incorporation be delivered to:

Law Office of Felice M. Quigley
9B Prince Street
Christiansted, VI 00820

Please contact our offices with any questions, comments or concerns you may have.

Very truly yours,


Felice M. Quigley, RN, JD

RECEIVED
LT. GOV. OFFICE
2013 JAN 29 AM 11 55
CORPORATIONS - STX

encl: as stated