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FLORIDA PROFIT/NON PROFIT CORPORATION
KAEGI USA INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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10 OCT 2010 09:25:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
KAEGI USA INC.

In compliance with Chapter 607 of the Florida Business Corporation Act

The undersigned, in order to form a corporation pursuant to Chapter 607 of the Florida Business Corporation Act, does hereby certify:

Article I. Name

The name of this Corporation is Kaegi USA Inc., (the "Corporation").

Article II. Principle Office

The principal office and mailing address of the Corporation is Miramar Park of Commerce, 2351 Commerce Parkway, Miramar, FL 33025. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

Article III. Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Article IV. Shares

The total number of shares of capital stock which this Corporation shall have the authority to issue is 100 shares all of which shall be designated Common Stock and have \$.01 par value per share.

1. Dividends. The holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors (the "Board"), out of the assets of this Corporation which are by law available therefore, dividends payable either in cash, in property, or in shares of Common Stock.

2. Voting Rights. At every annual or special meeting of stockholders of this Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in his name on the books of this Corporation.

3. Liquidation, Dissolution, or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of this Corporation, after payment or provision for payment of the debts and other liabilities of this Corporation, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the remaining net assets of this Corporation.

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4. Preemptive Rights. No holder of Common Stock shall have any preemptive right to subscribe for or purchase any additional shares of stock or securities convertible into or carrying warrants or options to acquire shares of stock of this Corporation.

Article V. Registered Agent

The address of this Corporation's registered office in the State of Florida is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, County of Dade, Florida 33156. The name of its registered agent at such address is United Corporate Services, Inc.

Article VI. Incorporator

The name and mailing address of the Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Annamaria Haehmeister	c/o Wuersch & Gering LLP 100 Wall Street, 21st Floor New York, NY 10005

Article VII. Managing the Business

The business and affairs of this Corporation shall be managed by and under the direction of the Board of Directors. The Board of Directors may exercise all such authority and powers of this Corporation and do all such lawful acts and things as are not by statute or this Certificate of Incorporation directed or required to be exercised or done by the stockholders. The Board of Directors is expressly authorized to adopt, amend, or repeal the bylaws of this Corporation. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the then authorized number of directors of this Corporation.

1. Election of the Directors. Elections of directors need not be by written ballot unless the bylaws of this Corporation shall otherwise provide.

2. Personal Liability of Directors; Indemnification. To the fullest extent permitted by the Florida Business Corporation Act as the same exists or as may hereafter be amended, a director of this Corporation shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

This Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, such person's testator or intestate is or was a director or officer of this Corporation or any predecessors of this Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of this Corporation or any predecessors of this Corporation.

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This Corporation shall pay any expenses (including attorney's fees) incurred by any director or officer of this Corporation or any predecessors of this Corporation, or by any person who serves or served at any other enterprise as a director, officer, employee or agent at the request of this Corporation or any predecessors of this Corporation, in defending any civil, criminal, administrative or investigation action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding to the fullest extent permitted by the Florida Business Corporation Act.

Neither any amendment or repeal of this Article VII.2, nor the adoption of any provision of this Corporation's Certificate of Incorporation inconsistent with this Article VII.2, shall eliminate or reduce the effect of this Article VII.2 in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII.2, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

3. Other Rights; Continuation of Right to Indemnification. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory), by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for this Corporation, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article VII shall be deemed to be a contract between this Corporation and each director or officer of this Corporation who serves or served in such capacity at any time while this Article VII is in effect. Any repeal or modification of this Article VII or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish any rights to indemnification of such director or officer or the obligations of this Corporation arising hereunder with respect to any action, suit or proceeding arising out of, or relating to, any actions, transactions or facts occurring prior to the final adoption of such modification or repeal. For the purposes of this Article VII, references to "this Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation, so that any person who is or was a director or officer of such a constituent corporation or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article VII, with respect to the resulting or surviving corporation, as he would if he/she had served the resulting or surviving corporation in the same capacity.

4. Insurance. This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director or officer of this Corporation, or is or was serving at the request of this Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her or on his/her behalf in any such capacity, or arising out of his/her status as such, whether or not this Corporation would have the power to indemnify him/her against such liability under the provisions of this Article VII, provided, however, that such insurance is available on acceptable terms, which determination shall be made by a vote of a majority of the Board of Directors.

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5. Savings Clause. If this Article VII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then this Corporation shall nevertheless indemnify each person entitled to indemnification under the first paragraph of this Article VII as to all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes, penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person and for which indemnification is available to such person pursuant to this Article VII to the full extent permitted by any applicable portion of this Article VII that shall not have been invalidated and to the full extent permitted by applicable law.

Article VIII. Amendments

This Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[signature page follows]

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CORPDIRECT AGENTS

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IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of October, 2010 and I affirm that the foregoing certificate is my act and deed and that the facts stated therein are true.


Name: Annamaria Bachmeister
Title: Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AS REGISTERED AGENT

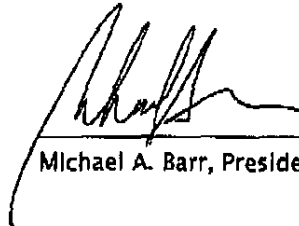
OF

KAEGI USA INC.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: October 28, 2010

United Corporate Services, Inc.


Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508
Miami, Florida 33156

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