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Division of Corporations

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Florida Department of State  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
QUEBEC SHERBROOKE INC.

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ARTICLES OF INCORPORATION  
OF  
QUEBEC SHERBROOKE INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: QUEBEC SHERBROOKE INC.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$0.001 per share.

ARTICLE IV

Address

The principal office and mailing address of the corporation is:

1395 Brickell Avenue  
14<sup>th</sup> Floor  
Miami, Florida 33131

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**ARTICLE V**  
**Registered Office and Agent**

The street address of the corporation's initial registered office is 1395 Brickell Avenue, 14th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Howard W. Gordon.

**ARTICLE VI**  
**Indemnification**

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an 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.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of the corporation is Howard W. Gordon, 1395 Brickell Avenue, 14th Floor, Miami, Florida 33131.

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**ARTICLE VIII**  
**Board of Directors**

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The name and address of the initial director, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until his successor is elected or appointed and has qualified, whichever occurs sooner, is as follows:

Howard W. Gordon  
1395 Brickell Avenue, 14<sup>th</sup> Floor  
Miami, Florida 33131

**ARTICLE IX**  
**Officers**

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

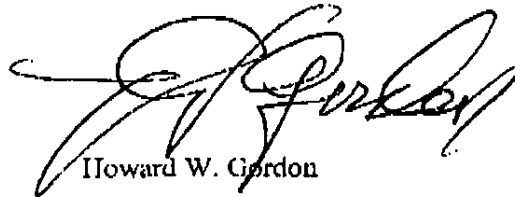
The names and addresses of the initial officers, who shall serve in the capacities indicated for the first year of existence of the corporation or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

Howard W. Gordon	President, Secretary
1395 Brickell Avenue, 14 <sup>th</sup> Floor	and Treasurer
Miami, Florida 33131	

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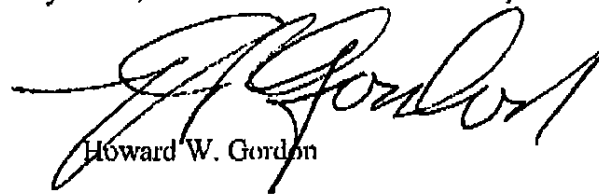
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 30 day of November, 2015.



Howard W. Gordon

**ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT**

Having been named as registered agent for the above-named 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.



Howard W. Gordon

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