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January 3, 2000

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**Via Certified Mail
Return Receipt Requested**

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: *Articles of Incorporation
USCI International Corp.*

Dear Madam/Sir:

We represent USCI International Corp., a corporation to be formed under the laws of the State of Florida. Pursuant to the Florida Business Corporation Act, enclosed please find Articles of Incorporation. Please file the Articles of Incorporation. We have enclosed a check in the amount of \$70.00 payable to the "Florida Department of State" to cover the applicable filing fees.

FILED
00 JAN -6 AM 11:22
TALLAHASSEE, FLORIDA

08/1/12


Florida Department of State
November 19, 1999
Page 2.

As soon as the document is filed, please forward a copy of the filed Articles of Incorporation and all other documentation confirming and relating to this filing to our office. A copy of the Articles of Incorporation are enclosed for your convenience.

We appreciate your assistance in this matter. If you have any questions, please feel free to contact our office.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By: 
William L. Owens

WLO/acb
Enclosures

cc: Mr. Steven Pocklington

ARTICLES OF INCORPORATION
OF
USCI INTERNATIONAL CORP.

Article 1. Name

The name of the Corporation is:

USCI International Corp.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is c/o Bond, Schoeneck & King, P.A., 4001 Tamiami Trail North, Suite 404, Naples, Florida 34103. The mailing address of the Corporation is 3300 Bloor Street West, Suite 600, Toronto, Ontario M8X2X2.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is c/o Bond, Schoeneck & King, P.A., 4001 Tamiami Trail North, Suite 404, Naples, Florida 34103. The name of the initial registered agent at that address is William L. Owens.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of voting common stock, having a par value of \$1.00 per share.

Article 7. Incorporator

The name and address of the sole Incorporator is:

Ralph Hibbard	809 Pine Creek Lane Naples, Florida 34108
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Article 8. Initial Board of Directors

The initial Board of Directors shall consist of two (2) members. The names and addresses of the initial Directors and Chairman of the Board of the Corporation are:

Initial Director and Chairman of the Board	Steven Pocklington 3300 Bloor Street West, Suite 600 Toronto, Ontario M8X2X2
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Initial Director	Ralph Hibbard 809 Pine Creek Lane Naples, Florida 34108
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Article 9. Commencement of Existence

The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article 10. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

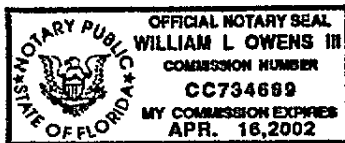
In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 28th day of December, 1999.


Ralph Hibbard
Sole Incorporator

FILED
00 JAN -6 AM 11:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF COLLIER) ss.:

The foregoing instrument was acknowledged before me this 28th day of December, 1999 by RALPH HIBBARD, ☒ who is personally known to me (or ☐ who produced _____ as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

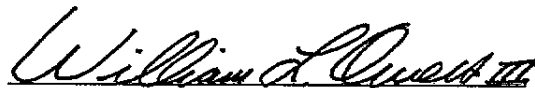



Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of USCI International Corp., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 28th day of December, 1999.


William L. Owens
Registered Agent