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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Podagog (USA) Corp.

RECEIVED
00 MAR 10 PM 2:40
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By:

T. SMITH MAR 10 2000

**ARTICLES OF INCORPORATION
OF
PADAGOG (USA) CORP.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607, Florida Statutes:

ARTICLE I. NAME

The name of this corporation is PADAGOG (USA) CORP. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

3550 Biscayne Blvd.
Suite 704
Miami, Florida 33137

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

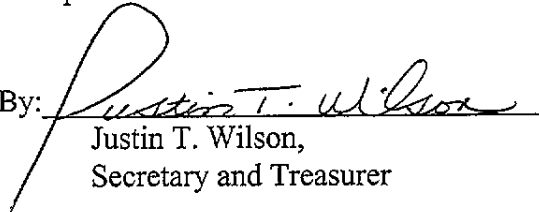
The name and street address of the entity signing these Articles of Incorporation is A Z Registered Agent Corporation, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on
March 9, 2000.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:


Justin T. Wilson,
Secretary and Treasurer

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is PADAGOG (USA) CORP.
2. The name and address of the Registered Agent is: A Z Registered Agent Corporation,
2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of PADAGOG (USA) CORP., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Dated this 9th day of March, 2000

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: _____

Justin T. Wilson
Justin T. Wilson,
Secretary and Treasurer

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