

Thursday, February 8, 2001

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Coolbrook Holdings, Inc.

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ARTICLES OF INCORPORATION
OF
COOLBROOK HOLDINGS, INC.
A Florida Corporation

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TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 and 621, Florida Statutes

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. **Name.** The name of this corporation is **COOLBROOK HOLDINGS, INC.** The period of duration shall be perpetual.
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes.

3. **Initial Business.** The general nature of the business proposed to be transacted initially by the corporation at any place is and generally to do all acts reasonable and necessary for the furtherance of such business.
4. **Authorized Capital.** The Corporation Shall have the authority to issue 1000 shares of common stock. The par value of the stock is \$.00.
5. **Known Place of Business.** The known principal place and mailing address of business of the corporation shall be 2237 N. Commerce Parkway Suite #3, Weston, FL. 33326.

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6. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided by the bylaws.

The initial Board of Directors shall consist of 1 persons, who shall serve until the first annual meeting of the shareholders, and whose names and addresses are:

Director Syliva Polger
4700 DeLaSavanne,
Suite #202
Montreal, Que. Canada H4P 1T7

7. **Officers.** The initial officers of the corporation who shall serve at the pleasure of the board of directors are:

President: Syliva Polger
4700 DeLaSavanne,
Suite. #202,
Montreal, Que. Canada H4P 1T7

Secretary/Treasurer: Lorne Polger
530 B.
Suite, #2100
San Diego, California 92101-4469

8. **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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9. **Limitation of Director's Liability.** No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty or loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (Director Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

10. **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting with the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1993 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

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11. Registered Agent.

The name and Registered address of the Registered agent of the Corporation is:

ROSS H. MANELLA, ESQUIRE
2237 N. Commerce Parkway, Suite 3
Weston, FL 33326

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation

ROSS H. MANELLA, ESQUIRE
2237 N. Commerce Parkway, Suite 3
Weston, FL 33326

Executed this 7th day of February, 2001 by all incorporators.



ROSS H. MANELLA, ESQUIRE
Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE BY REGISTERED AGENT

ROSS H. MANELLA, ESQUIRE who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that his office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

DATE: Feb. 7 2001


ROSS H. MANELLA, ESQUIRE

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