

**Electronic Articles of Incorporation
For**

**P03000070174
FILED
June 24, 2003
Sec. Of State**

BELL CITY BRANDS U.S.A. INC.

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

Article I

The name of the corporation is:

BELL CITY BRANDS U.S.A. INC.

Article II

The principal place of business address:

3340 57TH AVENUE
VERO BEACH, FL. US 32966

The mailing address of the corporation is:

P.O. BOX 441935
DETROIT, MI. US 48244

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

60,000

Article V

The name and Florida street address of the registered agent is:

PAUL BOATWRIGHT
3340 57TH AVENUE
VERO BEACH, FL. 32966

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PAUL BOATWRIGHT

Article VI

The name and address of the incorporator is:

SAM BURGIO B.A.J.D.
100 OUELLETTE AVENUE
WINDSOR, ON
N9A 6T3 CANADA

Incorporator Signature: SAM BURGIO B.A.J.D.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
BRIAN C EADIE
487 LYNDEN RD.
BRANTFORD, ON. N3T 5M1 CA