

Aug. 2, 2005 12:07PM

PORGES HAMLIN KNOWLES & PROUTY

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**P05000107377**

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

**Daybar USA Inc.**

|                       |         |
|-----------------------|---------|
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PORGES HAMLIN KNOWLES & PROUTY

No. 3934 P. 2

**ARTICLES OF INCORPORATION**  
**OF**  
**DAYBAR USA INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation shall be DAYBAR USA INC.

**ARTICLE II. MAILING ADDRESS & PRINCIPAL OFFICE**

The mailing address and principal place of business of the corporation is 1235 Aerowood Drive, Mississauga, Ontario, Canada L4W 1B9.

**ARTICLE III. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

**ARTICLE IV. PURPOSE**

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. No other purpose limits this general purpose in any way.

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 V. CAPITAL STOCK**

This corporation shall have the authority to issue 1,000 shares of One Dollar (\$1.00) par value common capital stock.

**ARTICLE VI. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's initial registered office shall be 1205 Manatee Avenue West, Bradenton, Florida 34205.

The name of the individual who shall serve as this corporation's initial registered agent at that address is Racheal C. Sauer.

ARTICLE VIII. INCORPORATOR

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The name and address of the individual who shall serve as this corporation's Incorporator is Stanley A. Dodson with an address at 1235 Aerowood Drive, Mississauga, Ontario, Canada L4W 1B9.

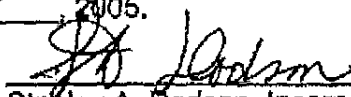
ARTICLE IX. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote of such shareholders.


IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 29 day of July, 2005.

  
Stanley A. Dodson, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of DAYBAR USA INC. which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (2004), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 29 day of July, 2005.

  
Rachael C. Sauer, Registered Agent

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