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Division of Corporations  
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SECRETARY OF STATE  
ALLAHASSEE FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

VGX Merchant Group, Inc.

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**ARTICLES OF INCORPORATION  
OF  
VGV MERCHANT GROUP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

The name of the corporation is: VGV MERCHANT GROUP, INC..

**ARTICLE II**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE III**

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV**

The street address of the initial registered office of the corporation is 7805 S.W. 6<sup>th</sup> Court, Plantation, Florida 33324, and the initial registered agent of the corporation at that address is: Robert T. Slatoff, Esq.

**ARTICLE V**

The principal office of the corporation is located at 200 Yorkland Boulevard, Suite 200, Toronto, Canada, M2J5C1.

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**ARTICLE VI**

The name and street address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Sandro Sordi	200 Yorkland Boulevard, Suite 200 Toronto, Canada, M2J5C1
Kenneth Min	200 Yorkland Boulevard, Suite 200 Toronto, Canada, M2J5C1

**ARTICLE VII**

The name and street address of each incorporation signing these articles are:

<u>Name</u>	<u>Address</u>
Sandro Sordi	200 Yorkland Boulevard, Suite 200 Toronto, Canada, M2J5C1

**ARTICLE VIII**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholder is subject to this reservation.

Executed at Toronto, Canada this 24 day of February, 2008.

By: \_\_\_\_\_

Sandro Sordi

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

VGV MERCHANT GROUP, INC., desiring to organize under the laws of the State of Florida, hereby designates Robert T. Slatoff, Esq., its registered agent and 7805 SW 6<sup>th</sup> Court, Plantation, Florida 33324 as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above named corporation, I hereby agree this 24 day of February, 2006 to act in such capacity for such corporation at its registered office,

  
Robert T. Slatoff, Esq.  
Registered Agent

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