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(Requestor's Name)

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☐ PICK-UP

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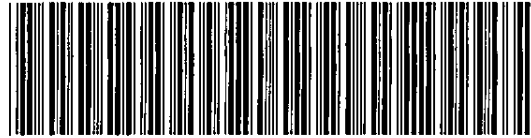
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

07 DEC 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Northern Holdings Inc.

Signature _____

Requested by: *WL*

12/10 *11:00*

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

☒ Cert: Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

Courier _____

ARTICLES OF INCORPORATION
OF
NORTHERN HOLDINGS INC.

07 DEC 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The undersigned files these Articles of Incorporation for the purpose of forming a Corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, privileges, rights and immunities of a corporation for profit, and does hereby organize the Corporation with the name set forth below and adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is NORTHERN HOLDINGS INC. (the "Corporation").

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any or all lawful business under the Florida General Corporation Act.

ARTICLE IV

The aggregate number of all classes of stock which the Corporation has authority to issue is one thousand (1,000) shares with a par value of each such share of one cent (.01).

ARTICLE V

No shareholder shall have any preemptive right whatsoever, and cumulative voting shall not be permitted.

ARTICLE VI

The principal place of business of the Corporation shall be 950 Peninsula Corporate Circle, Suite 3022, Boca Raton, FL 33487, and its mailing address shall be 777 S. Flagler Drive, 900W, West Palm Beach, FL 33401.

ARTICLE VII

The name of the registered agent and the street address of the initial registered office of the Corporation is:

Manuel Kushner, Esquire
Kaye Scholer LLP
Phillips Point - West Tower
777 South Flagler Drive, Suite 900
West Palm Beach, Florida 33401

ARTICLE VIII

The names and street addresses of the initial officers and directors, who shall hold office until the first meeting of the shareholders or until a successor shall have been elected and qualified, is as follows:

NAME

Jim Hamilton
President/Director

ADDRESS

2261 Rockingham Drive
Oakville, Ontario
Canada, L6H 7J4

The number of directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation, provided that the Corporation shall at all times have at least one director.

ARTICLE IX

The name and address of the Incorporator of the Corporation is as follows:

NAME

Jim Hamilton

ADDRESS

2261 Rockingham Drive
Oakville, Ontario
Canada, L6H 7J4

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of DEC, 2007.

INCORPORATOR


Jim Hamilton

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is NORTHERN HOLDINGS INC.
2. The name and address of the registered agent and office is Manuel Kushner, Esquire, Kaye Scholer, LLP, Phillips Point, West Tower, Suite 900, 777 South Flagler Drive, West Palm Beach, Florida 33401.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Manuel Kushner

Dated: 12/7/07

07 DEC 10 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED