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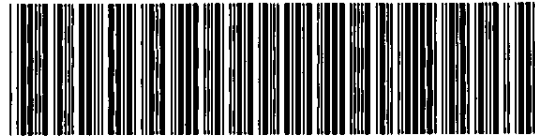
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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08 APR 16 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. McKnight APR 17 2008

CAPITAL CONNECTION, INC.

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

Kelburn Properties, Inc.

Signature

Requested by:

Name

Date

Time

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
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☐ Art. of Amend. File _____
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☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____

ARTICLES OF INCORPORATION

OF

KELBURN PROPERTIES, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is:

KELBURN PROPERTIES, INC.

The address of the principal office and the mailing address of the Corporation is 142 Wolf Ridge Place, Edmonton, Alberta, Canada T5T 5N2.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of ONE CENT (\$.01) per share.

ARTICLE IV - TERM OF EXISTENCE

The corporate existence shall commence existence on the date these articles of incorporation are filed with the Florida Department of State and shall continue perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1420 E. Concord St.,

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Orlando, FL 32803, and the name of the initial registered agent of this Corporation at that address is Thomas F. Kerney.

ARTICLE VI - DIRECTORS

There shall be one (1) member of the initial Board of Directors of the Corporation. The number of persons constituting the Board of Directors may be increased or decreased from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. Any vacancy in the Board of Directors, however created, may be filled and any additional directors may be elected by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy. The name and address of the person who will serve as the initial Director until the first election thereof is as follows:

Cameron McLatchie
25 Summerlea Road
West Kilbride
Ayrshire
United Kingdom KA239-HP

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - INCORPORATOR

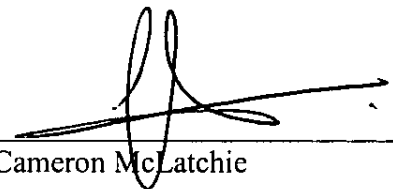
The name and street address of the incorporator signing these Articles is:

Cameron McLatchie
25 Summerlea Rd.
West Kilbride
Ayrshire
United Kingdom KA239-HP

ARTICLE X - INDEMNIFICATION

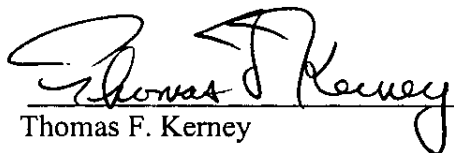
The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of April, 2008.


Cameron McLatchie

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial registered agent of KELBURN PROPERTIES, INC.


Thomas F. Kerney

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