

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Nightingale Farms (USA) Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
NIGHTINGALE FARMS (USA), INC.**

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME AND CORPORATE ADDRESS**

The name and address of this Corporation are:

NIGHTINGALE FARMS (USA), INC.  
c/o Nightingale Farms Limited  
R.R. #1, LaSalette  
Ontario, Canada N0E 1H0

**ARTICLE II - DURATION**

The duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares that this Corporation shall have authority to issue is One Thousand (1,000) shares of common stock having no par value. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the value of such shares.

Prepared by:  
Robert M. Schwartz, Esquire  
Robert Marc Schwartz, P.A.  
4700 NW Boca Raton Boulevard, Suite 104  
Boca Raton, FL 33431-4860  
561-241-1850  
FL Bar No: 0143963

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**ARTICLE V - AMENDMENT**

The Articles of Incorporation may be amended, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholder's meeting called for that purpose.

**ARTICLE VI - SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or Otherwise acquired shares, including the reissuance of treasury shares.

**ARTICLE VII - INITIAL OFFICE AND AGENT**

The name and office address of this Corporation's registered agent in Florida are:

Robert M. Schwartz

4700 NW Boca Raton Boulevard, Suite 104  
Boca Raton, FL 33431-4860

**ARTICLE VIII - DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is One (1). The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until his successor is elected and qualified, are:

<u>Name</u>	<u>Address</u>
Billy Nightingale	c/o Nightingale Farms Limited R.R. #1, LaSalette Ontario, Canada N0E 1H0

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
Billy Nightingale	c/o Nightingale Farms Limited R.R. #1, LaSalette Ontario, Canada N0E 1H0

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**ARTICLE X - COMMON DIRECTORS**  
**TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purposes if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

**ARTICLE XI - BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

**ARTICLE XII - MISCELLANEOUS**

Other lawful provisions, if any concerning the stock of this Corporation, or for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation, or of its Directors or Stockholders, or of any class of stockholders: None.

Dated this 20<sup>th</sup> day of July, 2009.

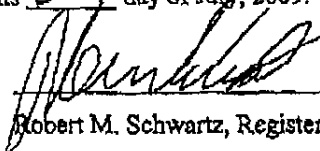
  
\_\_\_\_\_  
Billy Nightingale, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

Robert M. Schwartz, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes, this 21<sup>st</sup> day of July, 2009.

  
Robert M. Schwartz, Registered Agent

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