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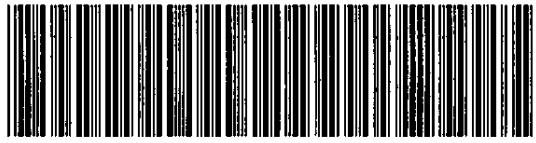
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AND
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

VA

LAW OFFICES OF HUGH C. FERRELL, a Professional Association



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November 20, 2009

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: SWEETBUY (USA) INC.

Dear Department of State:

Enclosed are Articles of Incorporation for the designed corporation and a check for the \$70.00 filing fee. Please acknowledge this filing.

Thank you for your cooperation and courtesy. Please let me know if there are any problems or questions.

Yours very truly,

Hugh C. Ferrell

Enclosure: Articles of Incorporation for SweetBuy Inc.

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
SWEETBUY (USA) INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I - NAME AND LOCATION OF AGENT AND OFFICES

1.1 Name. The name of the corporation shall be SWEETBUY (USA) INC.

1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 1120 Victoria Street North, Suite 202, Kitchener, Ontario Canada N2B3T2, and the mailing address of the corporation shall be 1120 Victoria Street North, Suite 202, Kitchener, Ontario Canada N2B3T2. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

1.3 Initial Registered Agent and Office: Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be JOHN R. FLANAGAN. The initial Registered Office street address of the Registered Agent shall be 2831 Ringling Blvd., Suite 204-B, Sarasota, Florida 34237. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II - COMMENCEMENT AND DURATION

2.1 Commencement of Corporate Existence. The corporation's existence shall commence on the filing hereof by the Department of State.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III - PURPOSE AND POWERS

3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under applicable Florida corporation law.

ARTICLE IV - AUTHORIZED SHARES

4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1,000 shares at \$No par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation

which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and non-assessable.

4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.


ARTICLE V - GENERAL


5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the shareholders in accordance with applicable law.

5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

5.3 Incorporator(s). The name and address of each incorporator executing this instrument is as follows: JERRY CYBALSKI - 1120 Victoria Street North, Suite 202, Kitchener, Ontario, Canada N2B3T2.

IN WITNESS WHEREOF, the undersigned executed this instrument this 18th day of November, 2009.


Jerry Cybalski
Incorporator


John R. Flanagan
Registered Agent

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA