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COVER LETTER

TO:	Amendment Section Division of Corporations					
SUBJ	ECT:	MIKE DE BRIE	INC.			
	Nan	ne of Surviving Corporation	on			
The e	nclosed Articles of Merger and	fee are submitted fo	or filing.			
Please	e return all correspondence conc	erning this matter t	o following:			
	MICHAEL APPLE Contact Person	TON				
	APPLETON LAW OFFI	CES P.A.				
	Firm/Company					
	320 GROVE AVEI	NUE				
	WINTER PARK FL : City/State and Zip C					
	info@mikedebrie. E-mail address: (to be used for future a	COM nnual report notificatio	n)			
For fu	urther information concerning th	is matter, please ca	11:			
	Michael Appleton Name of Contact Person	At			2478959 Telephone Number	_
V	Certified copy (optional) \$8.75 (Please send an addition	onal copy of ye	our document if	a certified copy is rec	quested)
	STREET ADDRESS:			NG ADDRES	SS:	
	Amendment Section			nent Section		
	Division of Corporations					
	Clifton Building		P.O. Bo			
	2661 Executive Center Circle Tallahassee, Florida 32301		Tallahas	see, Florida 32	2314	

FILED

ARTICLES OF MERGER

(Profit Corporations)

2010 MAY -5 PK 2: 09

The following articles of merger are submitted in accordance with the Florida Staffess Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the sur	viving corporation:	•
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Mike de Brie Inc.	Florida	P10000007076
Second: The name and jurisdiction of each	merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Mike de Brie Pty. Ltd.	Australia	ACN: 134 728 064
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effective Department of State.	on the date the Articles of Merg	er are filed with the Florida
	date. NOTE: An effective date ganno fter merger file date.)	t be prior to the date of filing or more
Fifth: Adoption of Merger by <u>surviving</u> c The Plan of Merger was adopted by the share		
The Plan of Merger was adopted by the boa and shareholder	rd of directors of the surviving co	orporation on
Sixth: Adoption of Merger by <u>merging</u> con The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the boa and shareholder	rd of directors of the merging co	rporation(s) on

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
MIKE DE BRIE PTY. LTD.	call to	CARMEN CAMBON, PRESIDENT
MIKE DE BRIE INC.		SONJA C. DI CIERI-CAMBON
/		

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PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the <u>surviv</u>	ing corporation:
Name	<u>Jurisdiction</u>
Mike de Brie Inc.	Florida
Second: The name and jurisdiction of each me	erging corporation:
Name	<u>Jurisdiction</u>
Mike de Brie Pty. Ltd.	Australia

Third: The terms and conditions of the merger are as follows:

The Non-surviving Company will transfer to the Surviving Company and Surviving Company will accept the transfer from Non-surviving Company of the Non-surviving Company Business, pursuant to the Florida Statutes. The Surviving Company will issue Surviving Company Shares to the Non-surviving Company's shareholders.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

ΩR

Restated articles are attached: Restated articles are attached herein.

Other provisions relating to the merger are as follows:

Until Completion, unless the parties otherwise agree, the Non-surviving Company must:

- (i) carry on their respective businesses in a normal, proper and efficient manner and in the ordinary course;
- (ii) observe their respective obligations under Business Contracts and Leases;
- (iii) use all reasonable efforts to preserve the goodwill of their respective businesses;
- (iv) maintain their respective assets at normal levels;
- (v) consult each other as to:
- A. the formulation and approval of programs and budgets relating to their respective businesses;
- B. the exercise of voting power in a board meeting of the Non-surviving Company;
- C. a proposed material alteration to a Business Contract or a Lease;
- D. a proposed entry into any borrowing facility by the Non-surviving Company;
- E. the conduct or proposed settlement of any litigation; and

(vi) provide each other with copies of all notices of meetings, minutes, board papers, reports, accounts,

programs, budgets and like documents relating to each other.

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Restated ARTICLES OF INCORPORATION OF

MIKE DE BRIE INC.

FEIN# 26-3490664

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the following articles of incorporation are restated:

NAME

The name of the corporation shall be:

MIKE DE BRIE INC.

PRINCIPAL OFFICE

The principal **street** address and mailing address is: 15127 NE 24th Street
Suite # 338
Redmond, WA 98052

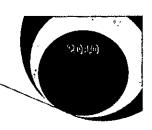
PURPOSE

Without prejudice to the objects hereinafter specified to carry on business as a General Commercial Corporation, the purpose for which the Corporation is organized is:

- · wholesale trading and import-export in hides and skins;
- the acquisition and/or construction of any land, buildings, real estate assets or rights for the purpose of renting them, the management,

Articles of incorporation restated as of April 30th, 2010 MIKE DE BRIE INC.

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rental, leasing, the development of any land, building, real estate assets or rights, the fitting out of any real estate assets for the purpose of renting them; and any other associated activities related to the abovementioned purpose; either directly or indirectly, alone or in a partnership, association, group or Corporation, or any person or Corporation;

- the participation, by any means whatsoever, in all operations related to
 its purpose, through the acquisition of interests or participations, by any
 means or under any form whatsoever, in any U.S. or foreign
 Corporation, dealing with real estate, industry, finance or commerce, in
 particular through acquisition, the creation of new companies,
 subscriptions or purchase of bonds or shares, bringing-in of assets,
 mergers, establishment of alliances, joint ventures, economic interest
 partnerships, or other, as well as the administration, management and
 control of those interests and participations;
- to carry on any other business which may seem to the Corporation to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Corporation with a view directly or indirectly to enhancing the value of or to render profitable or more profitable any of the Corporation's property, assets or rights or expertise.
- to purchase or otherwise acquire and undertake all or any part of the business property and liabilities of any Corporation, firm, person or body carrying on or proposing to carry on any business which the Corporation is authorized to carry on or possessed of property suitable for the purposes of the Corporation.
- to purchase or otherwise acquire take on lease or in exchange, let or hire any real or personal property or assets or any rights or privileges which the Corporation may think necessary or convenient or capable of being profitably dealt with in such manner as may be thought fit.
- to amalgamate or enter into any partnership or into any arrangement or
 other association for sharing profits, union of interests, co-operation,
 joint adventure, reciprocal concession or otherwise with any
 Corporation, firm, person or body carrying on or engaged in or about to
 carry on or engage in any business or transactions which the

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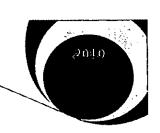
Corporation is authorized to carry on or engage in or any business transaction capable of being conducted so as directly or indirectly to benefit the Corporation.

- to subscribe, underwrite, purchase or otherwise acquire shares or stock in or securities or investments of any nature whatsoever and to subsidize or otherwise assist any such Corporation and with or without guarantee to sell, hold, re-issue or otherwise deal with such shares, investments, stock or securities and any rights or options in respect thereof and to buy and sell foreign exchange.
- to build, develop, construct, maintain, alter, enlarge, pull down, remove
 or replace any buildings, works, factories, roads, structures or facilities
 of all kinds and plant and machinery necessary or convenient for the
 business of the Corporation and to join with any person, firm or
 Corporation in doing any of the things aforesaid.
- to enter into any arrangements with any Government or Authorities supreme, municipal, local or otherwise and to obtain from any such Government or Authority all rights, concessions, authorizations and privileges that may seem conducive to the Corporation's objects or any of them.
- to obtain the grant of, purchase or otherwise acquire any concessions, contracts, licenses, grants, trademarks, copyrights or rights of any kind, patents, inventions, privileges, exclusive or otherwise, authorities, monopolies, undertakings or businesses, or any right or option in relation thereto, and to perform and fulfill the terms and conditions thereof, and to carry the same into effect, operate there-under, develop, grant licenses there-under, and turn to account, maintain or sell, dispose of, and deal with the same in such manner as the Corporation may think expedient.
- to apply for, promote and obtain any provisional order, Act of Parliament
 or charter for enabling the Corporation to carry any of its objects into
 effect or for effecting any modification of the Corporation's constitution
 or for any other purpose which may seem expedient and to oppose any
 proceedings or applications which may seem calculated directly or
 indirectly to prejudice the Corporation's interests.

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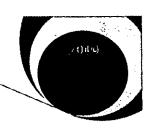


- to promote or join in the promotion of any Corporation for the purpose of acquiring all or any of the business, property, assets, rights and liabilities of any Corporation whether or not having objects similar to those of the Corporation or for any other purpose which may seem directly or indirectly calculated to benefit the Corporation and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Corporation.
- to enter into any arrangements or contracts with any person, firm or Corporation for carrying on the whole or any part of the business of the Corporation, and to fix and determine their remuneration, which may be by way of money payment, allotment of shares (either fully or partly paid) or otherwise.
- to sell, exchange, lease, grant licenses, dispose of, turn to account or
 otherwise deal with the whole of the undertaking, property, assets,
 rights and effects of the Corporation or any part thereof for such
 consideration as may be considered expedient and in particular shares,
 stock or other securities whether fully or partly paid up.
- to pay for any rights or property acquired by the Corporation, and to remunerate any person, firm or Corporation rendering services to the Corporation whether by cash payment or by the allotment of shares, debentures or other securities of the Corporation credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Corporation and of any Corporation formed or promoted by the Corporation.
- to invest the monies of the Corporation not immediately required for any other purpose of the Corporation by the purchase of the shares or securities of any Corporation or by the purchase of any interest in land or buildings or in such other manner as shall from time to time be considered expedient.
- to guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, monies or shares or the performance of contracts or engagements of any other Corporation, firm or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint purse arrangement



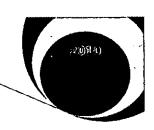
with any person, firm or Corporation having objects similar to those of the Corporation or any of them.

- to draw, make, accept, endorse, discount, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities.
- to raise or borrow and to secure or discharge any debt or obligation of the Corporation, and to receive money on deposit or loan in such a manner and on such terms as may seem expedient and in such manner as may be thought fit and in particular by mortgages and charges and the issue of debentures or debenture stock or other securities of any description upon all or any part of the undertaking, property, assets and rights of the Corporation both present and future including any uncalled capital of the Corporation.
- to establish and maintain or contribute to any scheme for the acquisition by trustees of shares in the Corporation or its holding Corporation to be held by or for the benefit of employees (including any Director holding a salaried employment or office) of the Corporation or (so far as for the time being permitted by law) any of the Corporation's subsidiaries and to lend money (so far as aforesaid) to any such employees to enable them to acquire shares of the Corporation or its holding Corporation and to formulate and carry into effect any scheme for sharing profits with any such employees.
- to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations,



gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Corporation or of any Corporation which is a subsidiary of the Corporation or any such holding Corporation or otherwise is allied to or associated with the Corporation, or who are or were at any time directors or officers of the Corporation or of any such other Corporation, and the wives, widows, families and dependants of any such persons; to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Corporation or of any such other Corporation and make payments to or towards the insurance of any such person and do any of the matters aforesaid either alone or in conjunction with any such other Corporation as aforesaid.

- to purchase and maintain insurance for or for the benefit of any person or persons who are or were at any time directors, officers or employees or auditors of the Corporation, or of any other Corporation which is its holding Corporation, or any Corporation which is associated with the Corporation, or of any subsidiary undertaking of the Corporation or trustees of any pension fund in which any employees of the Corporation or of any such other Corporation or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Corporation or any such other Corporation, subsidiary undertaking or pension fund and to such extent as may be permitted by law to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding Corporation" and "subsidiary undertaking" shall have the same meanings as in the Florida Statutes.
- to distribute among the members of the Corporation in specie or otherwise any property or assets of the Corporation subject to any consent required by law.



- to procure the registration, recognition or incorporation of the Corporation in or under the laws of any territory outside the Corporation's original country of incorporation.
- to issue any securities which the Corporation has power to issue for any
 other purpose by way of security or indemnity or in satisfaction of any
 liability undertaken or agreed to be undertaken by the Corporation.
- to do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through subsidiary companies, agents, subcontractors or trustees or otherwise, and either alone or in conjunction with others.
- to do all such other things as may be considered to be incidental or conducive to any of the above objects.
- and more generally, any operation whatsoever, of a legal, economic, financial, civil or commercial nature, related to the abovementioned purpose and any other similar or related purposes, and which are likely to enhance, directly or indirectly, the Corporation's purpose, its extension or its development.

And it is hereby declared that the objects of the Corporation as specified in each of the foregoing paragraphs of this clause shall be separate and distinct objects and shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other sub-clause or the order in which the same occur or by the name of the Corporation.

SHARES

The number of shares of stock is:

1,000,000.00 ordinary shares with a par-value of \$0.10 each

OFFICERS AND/OR DIRECTORS



List name(s), address(es) and specific title(s):

EL PRADO TRUSTEES & FIDUCIARIES LTD., President BC Corporation no. BC0879711 404 - 19292 - 60 Avenue Surrey BC V3S 3M2 Canada

REGISTERED AGENT

The name and Florida street address of the registered agent is:

Michal Appleton, esq.
APPLETON LAW OFFICES P.A.
320 Grove Avenue
Winter Park, FL 32789

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with any accept the appointment as registered agent and agree to act

in this capacity

Signature of Flegistered Agent.

OTHER PROVISIONS:

Date: 04/30/2010

Interpretation

Definitions

- 1. Without limiting Article 1.2, in these articles, unless the context requires otherwise:
 - ""Adjourned **meeting**" means the meeting to which a meeting is adjourned under Article 8.6 or 8.10;
 - "Board" and "Directors" mean the Directors or sole Director of the Corporation for the time being;

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"Trustee", in relation to a shareholder, means the personal or other legal representative of the shareholder, and includes a trustee in bankruptcy of the shareholder.

Florida Statutes definitions apply

2. The definitions in the Florida Statutes apply to these articles.

Interpretation Act applies

The Interpretation Act applies to the interpretation of these articles as if these articles were an enactment.

Conflict in definitions

4. If there is a conflict between a definition in the Florida Statutes and a definition or rule in the Interpretation Act relating to a term used in these articles, the definition in the Florida Statutes will prevail in relation to the use of the term in these articles.

Conflict between articles and legislation

If there is a conflict between these articles and the Florida Statutes, the Florida Statutes will prevail.

Shares and Share Certificates

Form of share certificate

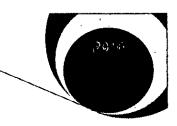
6. Each share certificate issued by the Corporation must comply with, and be signed as required by, the Florida Statutes.

Right to share certificate

 Each shareholder is entitled, without charge, to one certificate representing the share or shares of each class or series of shares held by the shareholder.

Sending of share certificate

8. Any share certificate to which a shareholder is entitled may be sent to the shareholder by mail and neither the Corporation nor any agent is



liable for any loss to the shareholder because the certificate sent is lost in the mail or stolen.

Replacement of worn out or defaced certificate

- If the Directors are satisfied that a share certificate is worn out or defaced, they must, on production to them of the certificate and on such other terms, if any, as they think fit,
- (a) order the certificate to be cancelled, and
- (b) issue a replacement share certificate.

Replacement of lost, destroyed or wrongfully taken certificate

- 10. If a person entitled to a share certificate claims that the share certificate has been lost, destroyed or wrongfully taken, the Corporation must issue a new share certificate, if the person
- (a) so requests before the Corporation has notice that the lost, destroyed or wrongfully taken share certificate has been acquired by a protected purchaser,
- (b) provides the Corporation with an indemnity bond sufficient, in the judgment of the Directors, to protect the Corporation from any loss that the Corporation may suffer by issuing a new certificate, and
- (c) satisfies any other reasonable requirements imposed by the Corporation.

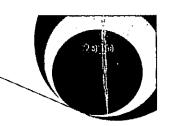
Certificate not to be replaced after registration of transfer

- 11. A person entitled to a share certificate may not assert against the Corporation a claim for a new share certificate under Article 2.5 if
- (a) the share certificate has been lost, apparently destroyed or wrongfully taken and the person fails to notify the Corporation of that fact within a reasonable time after the person has notice of it, and
- (b) the Corporation registers a transfer of the shares represented by the certificate before receiving a notice of the loss, apparent destruction or wrongful taking of the share certificate.

Splitting share certificates

12. If a shareholder surrenders a share certificate to the Corporation with a written request that the Corporation issue in the shareholder's name 2

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or more certificates, each representing a specified number of shares and in the aggregate representing the same number of shares as the certificate so surrendered, the Corporation must cancel the surrendered certificate and issue replacement share certificates in accordance with that request.

Issue of Shares

Directors authorized to issue shares

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13. The Directors may, subject to the rights of the holders of the issued shares of the Corporation, issue, allot,sell, grant options on or otherwise dispose of the unissued shares, and issued shares held by the Corporation, at the times, to the persons, including Directors, in the manner, on the terms and conditions and for the issue prices that the Directors, in their absolute discretion, may determine.

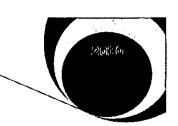
Corporation need not recognize unregistered interests

14. Except as required by law or these articles, the Corporation need not recognize or provide for any person's interests in or rights to a share unless that person is the shareholder of the share.

Share Transfers

Registering transfers

- 15. If the Corporation has issued, or may be required to issue, a share certificate in respect of a share of the Corporation, a transfer of that share must not be registered unless the Corporation, or the transfer agent or registrar for the applicable class or series of shares, has received
- (a) the share certificate, if any,
- (b) a written instrument of transfer, which instrument of transfer may be on a separate document or on the share certificate, endorsed by
- (i) the shareholder,
- (ii) any other appropriate person, or
- (iii) an agent who has actual authority to act on behalf of the shareholder or appropriate person, and



- (c) any other evidence reasonably required by the Corporation, or by the transfer agent or registrar for the applicable class or series of shares, to prove
- (i) the title of the transferor,
- (ii) the transferor's right to transfer the share
- (iii) that the endorsement is genuine and authorized, or
- (iv) that the transfer is rightful or is to a protected purchaser.

Transfer fee

16. There must be paid to the Corporation, in relation to the registration of any transfer, the amount determined by the Directors.

Purchase of Shares

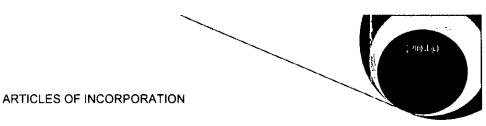
Corporation authorized to purchase shares

17. Subject to the special rights and restrictions attached to any class or series of shares, the Corporation may, if it is authorized to do so by the Directors, purchase or otherwise acquire any of its shares.

Borrowing Powers

Powers of Directors

- 18. The Directors may from time to time on behalf of the Corporation
 - (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that they consider appropriate,
 - (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Corporation or any other person,
 - (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person, and
 - (d) mortgage or charge, whether by way of specific or floating charge, or give other security on the whole or any part of the present and future undertaking of the Corporation.



General Meetings

Annual general meetings

19. Unless an annual general meeting is deferred or waived in accordance with the Florida Statutes, the Corporation must hold its first annual general meeting within 18 months after the date on which it was incorporated or otherwise recognized, and after that must hold an annual general meeting at least once in each calendar year and not more than 15 months after the last annual general meeting.

When annual general meeting is deemed to have been held

20. If all of the shareholders who are entitled to vote at an annual general meeting consent by a unanimous resolution under the Florida Statutes to all of the business that is required to be transacted at that annual general meeting, the annual general meeting is deemed to have been held on the date selected, under said Florida Statutes, in the unanimous resolution.

Calling of shareholder meetings

21. The Directors may, whenever they think fit, call a meeting of shareholders.

Special business

- 22. If a meeting of shareholders is to consider special business within the meaning of Article 8.1, the notice of meeting must
- (a) state the general nature of the special business, and
- (b) if the special business includes considering, approving, ratifying, adopting or authorizing any document or the signing of or giving of effect to any document, have attached to it a copy of the document or state that a copy of the document will be available for inspection by shareholders
- at the Corporation's records office, or at such other reasonably accessible location in Florida
- (ii) as is specified by the notice, and
- (iii) during statutory business hours on any one or more specified days before the day set for the holding of the meeting.

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Proceedings at Meetings of Shareholders

Special business

- 23. At a meeting of shareholders, the following business is special business:
- (a) at a meeting of shareholders that is not an annual general meeting, all business is special business except business relating to the conduct of or voting at the meeting;
- (b) at an annual general meeting, all business is special business except for the following:
- (i) business relating to the conduct of, or voting at, the meeting;
- (ii) consideration of any financial statements of the Corporation presented to the meeting;
- (iii) consideration of any reports of the Directors or auditor;
- (iv) the setting or changing of the number of Directors;
- (v) the election or appointment of Directors;
- (vi) the appointment of an auditor;
- (vii) the setting of the remuneration of an auditor;
- (viii) business arising out of a report of the Directors not requiring the passing of a special resolution or an exceptional resolution.

Quorum

24. Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is 2 persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 1/20 of the issued shares entitled to be voted at the meeting.

One shareholder may constitute quorum

- 25. If there is only one shareholder entitled to vote at a meeting of shareholders,
- (a) the quorum is one person who is, or who represents by proxy, that shareholder, and
- (b) that shareholder, present in person or by proxy, may constitute the meeting.

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Other persons may attend

26. The Directors, the president, if any, the secretary, if any, and any lawyer or auditor for the Corporation are entitled to attend any meeting of shareholders, but if any of those persons does attend a meeting of shareholders, that person is not to be counted in the quorum, and is not entitled to vote at the meeting, unless that person is a shareholder or proxy holder entitled to vote at the meeting.

Requirement of quorum

27. No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting.

Lack of quorum

- 28. If, within 1/2 hour from the time set for the holding of a meeting of shareholders, a quorum is not present,
- (a) in the case of a general meeting convened by requisition of shareholders, the meeting is dissolved, and
- (b) in the case of any other meeting of shareholders, the meeting stands adjourned to the same day in the next week at the same time and place.

Lack of quorum at succeeding meeting

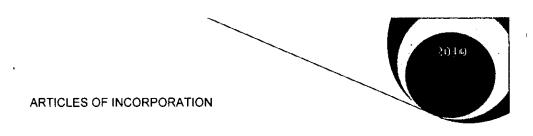
29. If, at the meeting to which the first meeting referred to in Article 8.6 was adjourned, a quorum is not present within 1/2 hour from the time set for the holding of the meeting, the persons present and being, or representing by proxy, shareholders entitled to attend and vote at the meeting constitute a quorum.

Chair

- 30. The following individual is entitled to preside as chair at a meeting of shareholders:
- (a) the chair of the board, if any;
- (b) if the chair of the board is absent or unwilling to act as chair of the meeting, the president, if any.

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Alternate chair

31. If, at any meeting of shareholders, there is no chair of the board or president present within 15 minutes after the time set for holding the meeting, or if the chair of the board and the president are unwilling to act as chair of the meeting, or if the chair of the board and the president have advised the secretary, if any, or any Director present at the meeting, that they will not be present at the meeting, the Directors present must choose one of their number to be chair of the meeting or if all of the Directors present decline to take the chair or fail to so choose or if no Director is present, the shareholders present in person or by proxy must choose any person present at the meeting to chair the meeting.

Adjournments

32. The chair of a meeting of shareholders may, and if so directed by the meeting must, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned meeting

33. It is not necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting of shareholders except that, when a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

Motion need not be seconded

34. No motion proposed at a meeting of shareholders need be seconded unless the chair of the meeting rules otherwise, and the chair of any meeting of shareholders is entitled to propose or second a motion.

Manner of taking a poll

35. Subject to Article 8.14, if a poll is duly demanded at a meeting of shareholders,

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- (a) the poll must be taken at the meeting, or within 7 days after the date of the meeting, as the chair of the meeting directs, and in the manner, at the time and at the place that the chair of the meeting directs,
- (b) the result of the poll is deemed to be a resolution of and passed at the meeting at which the poll is demanded, and
- (c) the demand for the poll may be withdrawn.

Demand for a poll on adjournment

36. A poll demanded at a meeting of shareholders on a question of adjournment must be taken immediately at the meeting.

Demand for a poll not to prevent continuation of meeting

37. The demand for a poll at a meeting of shareholders does not, unless the chair of the meeting so rules, prevent the continuation of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Poll not available in respect of election of chair

 No poll may be demanded in respect of the vote by which a chair of a meeting of shareholders is elected.

Casting of votes on poll

39. On a poll, a shareholder entitled to more than one vote need not cast all the votes in the same way.

Chair must resolve dispute

40. In the case of any dispute as to the admission or rejection of a vote given on a poll, the chair of the meeting must determine the same, and his or her determination made in good faith is final and conclusive.

Chair has no second vote

41. In case of an equality of votes, the chair of a meeting of shareholders does not, either on a show of hands or on a poll, have a casting or second vote in addition to the vote or votes to which the chair may be entitled as a shareholder.

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Declaration of result

42. The chair of a meeting of shareholders must declare to the meeting the decision on every question in accordance with the result of the show of hands or the poll, as the case may be, and that decision must be entered in the minutes of the meeting.

Votes of Shareholders

Voting rights

- Subject to any special rights or restrictions attached to any shares and to the restrictions imposed on joint registered holders of shares under Article 9.3.
- (a) on a vote by show of hands, every person present who is a shareholder or proxy holder and entitled to vote at the meeting has one vote, and
- (b) on a poll, every shareholder entitled to vote has one vote in respect of each share held by that shareholder that carries the right to vote on that poll and may exercise that vote either in person or by proxy.

Trustee of shareholder may vote

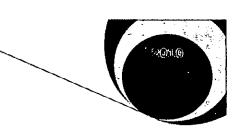
44. A person who is not a shareholder may vote on a resolution at a meeting of shareholders, whether on a show of hands or on a poll, and may appoint a proxy holder to act at the meeting in relation to that resolution, if, before doing so, the person satisfies the chair of the meeting at which the resolution is to be considered, or the Directors, that the person is a trustee for a shareholder who is entitled to vote on the resolution.

Votes by joint shareholders

- 45. If there are joint shareholders registered in respect of any share,
- (a) any one of the joint shareholders may vote at any meeting, either personally or by proxy, in respect of the share as if that joint shareholder were solely entitled to it, or
- (b) if more than one of the joint shareholders is present at any meeting, personally or by proxy, the joint shareholder present whose name stands first on the central securities register in respect of the share is alone entitled to vote in respect of that share.

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Trustees as joint sharcholders

.46. Two or more trustees of a shareholder in whose solo name any share is registered are, for the purposes of Article 9.3, deemed to be joint shareholders.

Representative of a corporate shareholder

- 47. If a corporation that is not a subsidiary of the Corporation is a shareholder, that corporation may appoint a person to act as its representative at any meeting of shareholders of the Corporation, and,
 - (a) for that purpose, the instrument appointing a representative must
 - (i) be received at the registered office of the Corporation or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least 2 business days before the day set for the holding of the meeting, or
 - (ii) be provided, at the meeting, to the chair of the meeting, and
 - (b) if a representative is appointed under this Article,
 - (i) the representative is entitled to exercise in respect of and at that meeting the same rights on behalf of the corporation that the representative represents as that corporation could exercise if it were a shareholder who is an individual, including, without limitation, the right to appoint a proxy holder, and
 - (ii) the representative, if present at the meeting, is to be counted for the purpose of forming a quorum and is deemed to be a shareholder present in person at the meeting.

Proxy provisions do not apply to all companies

48. Articles 9.7 to 9.13 do not apply to the Corporation if and for so long as it is a public Corporation or a pre-existing reporting Corporation.

Appointment of proxy holder

49. Every shareholder of the Corporation, including a corporation that is a shareholder but not a subsidiary of the Corporation, entitled to vote at a meeting of shareholders of the Corporation may, by proxy, appoint a proxy holder to attend and act at the meeting in the manner, to the extent and with the powers conferred by the proxy.

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Alternate proxy holders

50. A shareholder may appoint one or more alternate proxy holders to act in the place of an absent proxy holder.

When proxy holder need not be shareholder

- 51. A person must not be appointed as a proxy holder unless the person is a shareholder, although a person who is not a shareholder may be appointed as a proxy holder if
- (a) the person appointing the proxy holder is a corporation or a representative of a corporation appointed under Article 9.5,
- (b) the Corporation has at the time of the meeting for which the proxy holder is to be appointed only one shareholder entitled to vote at the meeting, or (c) the shareholders present in person or by proxy at and entitled to vote at the meeting for which the proxy holder is to be appointed, by a resolution on which the proxy holder is not entitled to vote but in respect of which the proxy holder is to be counted in the quorum, permit the proxy holder to attend and vote at the meeting.

Form of proxy

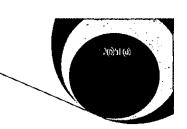
52.	A proxy, whether for a specified meeting or otherwise, must be either in
	the following form or in any other form approved by the Directors or the
	chair of the meeting:

Name of Corporation)
The undersigned, being a shareholder of the above named Corporation,
ereby appoints, or, failing that person,
as proxy holder for the undersigned to
ittend, act and vote for and on behalf of the undersigned at the meeting
of shareholders to be held on the day of,
and at any adjournment of that meeting.
Signed this day of,
Signature of shareholder

Provision of proxies

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- 53. A proxy for a meeting of shareholders must
- (a) be received at the registered office of the Corporation or at any other place specified, in the notice calling the meeting, for the receipt of proxies, at least the number of business days specified in the notice, or if no number of days is specified, 2 business days, before the day set for the holding of the meeting, or
- (b) unless the notice provides otherwise, be provided, at the meeting, to the chair of the meeting.

Revocation of proxies

- 54. Subject to Article 9.13, every proxy may be revoked by an instrument in writing that is
- (a) received at the registered office of the Corporation at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) provided at the meeting to the chair of the meeting.

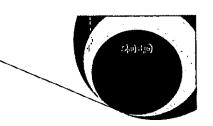
Revocation of proxies must be signed

- 55. An instrument referred to in Article 9.12 must be signed as follows:
- (a) if the shareholder for whom the proxy holder is appointed is an individual, the instrument must be signed by the shareholder or his or her trustee;
- (b) if the shareholder for whom the proxy holder is appointed is a corporation, the instrument must be signed by the corporation or by a representative appointed for the corporation under Article 9.5.

Validity of proxy votes

- 56. A vote given in accordance with the terms of a proxy is valid despite the death or incapacity of the shareholder giving the proxy and despite the revocation of the proxy or the revocation of the authority under which the proxy is given, unless notice in writing of that death, incapacity or revocation is received
- (a) at the registered office of the Corporation, at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) by the chair of the meeting, before the vote is taken.

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Production of evidence of authority to vote

57. The chair of any meeting of shareholders may, but need not, inquire into the authority of any person to vote at the meeting and may, but need not, demand from that person production of evidence as to the existence of the authority to vote.

Election and Removal of Directors

Number of Directors

- 58. The Corporation must have a board of Directors consisting of
- (a) subject to paragraph (b), the number of Directors that is equal to the number of the Corporation's first Directors, or
- (b) the number of Directors set by ordinary resolution of the shareholders.

Change in number of Directors

- 59. If the number of Directors is changed by the shareholders under Article 10.1 (b),
- (a) the change is effective whether or not previous notice of the resolution was given, and
- (b) the shareholders may elect, or appoint by ordinary resolution, the Directors needed to fill any vacancies in the board of Directors that result from that change.

Election of Directors

- 60. At every annual general meeting,
- (a) the shareholders entitled to vote at the annual general meeting for the election or appointment of Directors must elect or appoint a board of Directors consisting of the number of Directors for the time being required under these articles, and
- (b) all the Directors cease to hold office immediately before the election or appointment of Directors under paragraph (a), but are eligible for reelection or reappointment.

Failure to elect or appoint Directors



- 61. If the Corporation fails to hold an annual general meeting in accordance with the Florida Statutes or fails, at an annual general meeting, to elect or appoint any Directors, the Directors then in office continue to hold office until the earlier of
- (a) the date on which the failure is remedied, and
- (b) the date on which they otherwise cease to hold office under the Florida Statutes or these articles.

Additional Directors

- Despite Articles 10.1 and 10.2, the Directors may appoint one or more additional Directors, but the number of additional Directors appointed under this Article must not at any time exceed
- (a) 1/3 of the number of first Directors, if, at the time of the appointments, one or more of the first Directors have not yet completed their first term of office, or
- (b) in any other case, 1/3 of the number of the current Directors who were elected or appointed as Directors other than under this Article.

Directors' acts valid despite vacancy

63. An act or proceeding of the Directors is not invalid merely because fewer than the number of Directors required by Article 10.1 are in office.

Proceedings of Directors

Meetings of Directors

64. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meetings as they think fit, and meetings of the board held at regular intervals may be held at the place, at the time and on the notice, if any, that the board may by resolution from time to time determine.

Chair of meetings

- 65. Meetings of Directors are to be chaired by
- (a) the chair of the board, if any,
- (b) in the absence of the chair of the board, the president, if any, if the president is a Director, or

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- (c) any other Director chosen by the Directors if
- (i) neither the chair of the board nor the president, if a Director, is present at the meeting within 15 minutes after the time set for holding the meeting,
- (ii) neither the chair of the board nor the president, if a Director, is willing to chair the meeting, or (iii) the chair of the board and the president, if a Director, have advised the secretary, if any, or any other Director, that they will not be present at the meeting.

Voting at meetings

66. Questions arising at any meeting of Directors are to be decided by a majority of votes and, in the case of an equality of votes, the chair of the meeting does not have a second or casting vote.

Who may call extraordinary meetings

67. A Director may, and the secretary, if any, on request of a Director must, call a meeting of the board at any time.

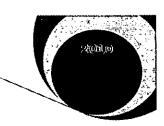
Notice of extraordinary meetings

- 68. Subject to Articles 11.6 and 11.7, if a meeting of the board is called under Article 11.4, reasonable notice of that meeting, specifying the place, date and time of that meeting, must be given to each of the Directors
- (a) by mail addressed to the Director's address as it appears on the books
 of the Corporation or to any other address provided to the Corporation
 by the Director for this purpose,
- (b) by leaving it at the Director's prescribed address or at any other address provided to the Corporation by the Director for this purpose, or
- (c) orally, by delivery of written notice or by telephone, voice mail, e-mail, fax or any other method of legibly transmitting messages.

When notice not required

69. It is not necessary to give notice of a meeting of the Directors to a Director if

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- (a) the meeting is to be held immediately following a meeting of shareholders at which that Director was elected or appointed or is the meeting of the Directors at which that Director is appointed, or
- (b) the Director has filed a waiver under Article 11.8.

Meeting valid despite failure to give notice

70. The accidental omission to give notice of any meeting of Directors to any Director, or the non-receipt of any notice by any Director, does not invalidate any proceedings at that meeting.

Waiver of notice of meetings

71. Any Director may file with the Corporation a document signed by the Director waiving notice of any past, present or future meeting of the Directors and may at any time withdraw that waiver with respect to meetings of the Directors held after that withdrawal.

Effect of waiver

72. After a Director files a waiver under Article 11.8 with respect to future meetings of the Directors, and until that waiver is withdrawn, notice of any meeting of the Directors need not be given to that Director unless the Director otherwise requires in writing to the Corporation.

Quorum

73. The quorum necessary for the transaction of the business of the Directors may be set by the Directors and, if not so set, is a majority of the Directors.

If only one Director

74. If, in accordance with Article 10.1, the number of Directors is one, the quorum necessary for the transaction of the business of the Directors is one Director, and that Director may constitute a meeting.

Committees of Directors

Appointment of committees

75. The Directors may, by resolution,

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- (a) appoint one or more committees consisting of the Director or Directors that they consider appropriate,
- (b) delegate to a committee appointed under paragraph (a) any of the Directors' powers, except
- (i) the power to fill vacancies in the board,
- (ii) the power to change the membership of, or fill vacancies in, any committee of the board, and
- (iii) the power to appoint or remove Officers appointed by the board, and
- (c) make any delegation referred to in paragraph (b) subject to the conditions set out in the resolution.

Obligations of committee

- Any committee formed under Article 12.1, in the exercise of the powers delegated to it, must
- (a) conform to any rules that may from time to time be imposed on it by the Directors, and
- (b) report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held after the act or thing has been done.

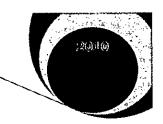
Powers of board

- 77. The board may, at any time,
- (a) revoke the authority given to a committee, or override a decision made by a committee, except as to acts done before such revocation or overriding,
- (b) terminate the appointment of, or change the membership of, a committee, and
- (c) fill vacancies in a committee.

Committee meetings

- 78. Subject to Article 12.2 (a),
- (a) the members of a Directors' committee may meet and adjourn as they think proper,
- (b) a Directors' committee may elect a chair of its meetings but, if no chair of the meeting is elected, or if at any meeting the chair of the meeting is not present within 15 minutes after the time set for holding the meeting,

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- the Directors present who are members of the committee may choose one of their number to chair the meeting,
- (c) a majority of the members of a Directors' committee constitutes a quorum of the committee, and
- (d) questions arising at any meeting of a Directors' committee are determined by a majority of votes of the members present, and in case of an equality of votes, the chair of the meeting has no second or casting vote.

Officers

Appointment of Officers

79. The board may, from time to time, appoint a president, secretary or any other Officers that it considers necessary, and none of the individuals appointed as Officers need be a member of the board.

Functions, duties and powers of Officers

- 80. The board may, for each Officers,
- (a) determine the functions and duties the Officers is to perform,
- (b) entrust to and confer on the Officers any of the powers exercisable by the Directors on such terms and conditions and with such restrictions as the Directors think fit, and
- (c) from time to time revoke, withdraw, alter or vary all or any of the functions, duties and powers of the Officers.

Remuneration

81. All appointments of Officers are to be made on the terms and conditions and at the remuneration (whether by way of salary, fee, commission, participation in profits or otherwise) that the board thinks fit and are subject to termination at the pleasure of the board.

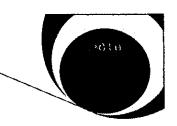
Disclosure of Interest of Directors

Other office of Director

82. A Director may hold any office or place of profit with the Corporation (other than the office of auditor of the Corporation) in addition to his or

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her office of Director for the period and on the terms (as to remuneration or otherwise) that the Directors may determine.

No disqualification

83. No Director or intended Director is disqualified by his or her office from contracting with the Corporation either with regard to the holding of any office or place of profit the Director holds with the Corporation or as vendor, purchaser or otherwise.

Professional services by Director or Officers

84. Subject to compliance with the provisions of the Florida Statutes, a Director or Officers of the Corporation, or any corporation or firm in which that individual has an interest, may act in a professional capacity for the Corporation, except as auditor of the Corporation, and the Director or Officers or such corporation or firm is entitled to remuneration for professional services as if that individual were not a Director or Officers.

Accountability

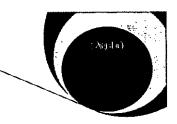
85. A Director or Officer may be or become a Director, Officers or employee of, or may otherwise be or become interested in, any corporation, firm or entity in which the Corporation may be interested as a shareholder or otherwise, and, subject to compliance with the provisions of the Florida Statutes, the Director or Officers is not accountable to the Corporation for any remuneration or other benefits received by him or her as Director, Officers or employee of, or from his or her interest in, such other corporation, firm or entity.

Indemnification

Indemnification of Directors

86. The Directors must cause the Corporation to indemnify its Directors and former Directors, and their respective heirs and personal or other legal representatives to the greatest extent permitted by the Florida Statutes.

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Deemed contract

87. Each Director is deemed to have contracted with the Corporation on the terms of the indemnity referred to in Article 15.1.

Dividends

Declaration of dividends

88. Subject to the rights, if any, of shareholders holding shares with special rights as to dividends, the Directors may from time to time declare and authorize payment of any dividends the Directors consider appropriate.

No notice required

89. The Directors need not give notice to any shareholder of any declaration under Article 16.1.

Directors may determine when dividend payable

90. Any dividend declared by the Directors may be made payable on such date as is fixed by the Directors.

Dividends to be paid in accordance with number of shares

91. Subject to the rights of shareholders, if any, holding shares with special rights as to dividends, all dividends on shares of any class or series of shares must be declared and paid according to the number of such shares held.

Manner of paying dividend

92. A resolution declaring a dividend may direct payment of the dividend wholly or partly by the distribution of specific assets or of paid up shares or fractional shares, bonds, debentures or other debt obligations of the Corporation, or in any one or more of those ways, and, if any difficulty arises in regard to the distribution, the Directors may settle the difficulty as they consider expedient, and, in particular, may set the value for distribution of specific assets.

Dividend bears no interest

93. No dividend bears interest against the Corporation.

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Fractional dividends

94. If a dividend to which a shareholder is entitled includes a fraction of the smallest monetary unit of the currency of the dividend, that fraction may be disregarded in making payment of the dividend and that payment represents full payment of the dividend.

Payment of dividends

- 95. Any dividend or other distribution payable in cash in respect of shares may be paid by cheque, made payable to the order of the person to whom it is sent, and mailed
- (a) subject to paragraphs (b) and (c), to the address of the shareholder,
- (b) subject to paragraph (c), in the case of joint shareholders, to the address of the joint shareholder whose name stands first on the central securities register in respect of the shares, or
- (c) to the person and to the address as the shareholder or joint shareholders may direct in writing.

Receipt by joint shareholders

96. If several persons are joint shareholders of any share, any one of them may give an effective receipt for any dividend, bonus or other money payable in respect of the share.

Accounting Records

Recording of financial affairs

97. The board must cause adequate accounting records to be kept to record properly the financial affairs and condition of the Corporation and to comply with the provisions of the Florida Statutes.

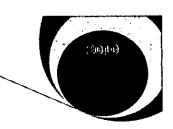
Execution of Instruments under Seal

Who may attest seal

98. The Corporation's seal, if any, must not be impressed on any record except when that impression is attested by the signature or signatures of

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- (a) any Director.
- (b) any Officer,
- (c) any one or more Directors or Officers or persons as may be determined by resolution of the Directors.

Sealing copies

99. For the purpose of certifying under seal a true copy of any resolution or other document, the seal must be impressed on that copy and, despite Article 18.1, may be attested by the signature of any Director or Officer.

Notices

Notice to joint shareholders

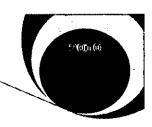
100.A notice, statement, report or other record may be provided by the Corporation to the joint registered shareholders of a share by providing the notice to the joint registered shareholder whose name stands first on the central securities register in respect of the share.

Notice to trustees

- 101. If a person becomes entitled to a share as a result of the death, bankruptcy or incapacity of a shareholder, the Corporation may provide a notice, statement, report or other record to that person by
- (a) mailing the record, addressed to that person
- by name, by the title of representative of the deceased or incapacitated shareholder, by the title of trustee of the bankrupt shareholder or by any similar description, and
- (ii) at the address, if any, supplied to the Corporation for that purpose by the person claiming to be so entitled, or
- (b) if an address referred to in paragraph (a) (ii) has not been supplied to the Corporation, by giving the notice in a manner in which it might have been given if the death, bankruptcy or incapacity had not occurred.

Restriction on Share Transfer

Application



102. Article 20.2 does not apply to the Corporation if and for so long as it is a public Corporation or becomes a reporting Corporation.

Consent required for transfer

103. No shares may be sold, transferred or otherwise disposed of without the consent of the Directors and the Directors are not required to give any reason for refusing to consent to any such sale, transfer or other disposition.

Signed

ESIDENT Sonja Di Cieri-Cambon

Date: April 30th, 2010