

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Triton Holdings USA, Inc.

Certificate of Status	0
Certified Copy	1
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Corporate Filing Menu

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10 APR 16 AM 10:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10 APR 16 PM 4:02

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April 16, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LITCHFORD & CHRISTOPHER

SUBJECT: TRITON HOLDINGS USA, INC.
REF: W10000018637

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000086893
Letter Number: 910A00009430

*Please see requested revisions
on p. 5 of Articles,*

P.O BOX 6327 - Tallahassee, Florida 32314

Received Time Apr. 16. 1:07PM

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(m) To make and alter bylaws not inconsistent with its articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find to be in aid of governmental policy.

(q) To pay pensions and establish retirement and pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any Corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV CAPITAL STOCK

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue One Thousand (1,000) shares of voting common stock, having par value of one dollar (\$1.00) per share, which shall be designated Common Stock.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and, at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Preemptive Rights.

The Corporation elects to have preemptive rights, including preemptive rights as to those shares described in Section 607.0630(2)(c), Florida Statutes, and each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued, whether or not presently authorized, including shares previously reacquired by this Corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the price, terms and conditions of the issues of shares, and inviting the shareholder to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The name and street address of the initial director of this Corporation is:

Umesh Sivakanthan
675 Cochrane Drive
East Tower, 6th Floor
Markham, Ontario
Canada L3R 0B8

ARTICLE VI

INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Umesh Sivakanthan
675 Cochrane Drive
East Tower, 6th Floor
Markham, Ontario
Canada L3R 0B8

ARTICLE VII
PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The principal office of the Corporation shall be c/o Litchford & Christopher Professional Association, 390 North Orange Avenue, Suite 2200, Orlando, FL 32801. The mailing address shall be c/o Litchford & Christopher Professional Association, PO Box 1549, Orlando, FL 32802. The name and address of the registered agent and office of this Corporation shall be as follows:

Donald E. Christopher, Esquire
Litchford & Christopher Professional Association
390 North Orange Avenue, Suite 2200
Orlando, FL 32801

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX
DIRECTOR CONFLICTS OF INTEREST

A. No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is authorized or approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the Corporation at the time, it is approved by the board, a committee, or the shareholder.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

10 APR 16 AM 10:18

ARTICLE X
INDEMNIFICATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

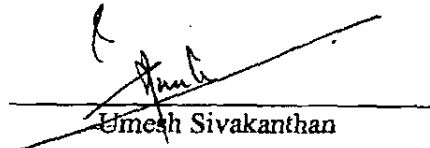
ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII
HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

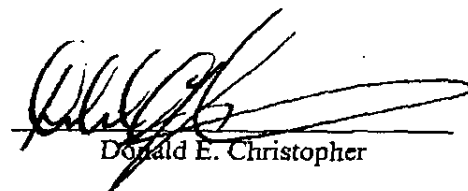
IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this ____ day of April, 2010.


Umesh Sivakanthan

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15 day of April, 2010.


Donald E. Christopher