

To: FL Dept. of State
Subject: 000409.126821

From: Katie Wenson

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Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

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From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION
HOLAND LAND HOLDINGS USA INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION
OF
HOLAND LAND HOLDINGS USA INC.**

ARTICLE I

The name of the corporation is Holand Land Holdings USA Inc. (hereinafter the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is 8525 Decarie Boulevard, Montreal, Quebec, Canada, H4P 2J2.

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding shares of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 Park Avenue, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The name of the Incorporator is Gad Bitton and the address of the Incorporator is 8525 Decarie Boulevard, Montreal, Quebec, Canada, H4P 2J2.

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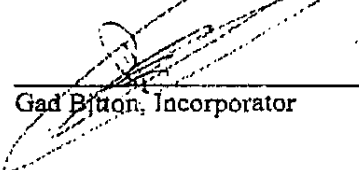
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ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by applicable law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this 15th day of June, 2010.



Gad Bjørn, Incorporator

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**CERTIFICATE OF
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **HOLAND LAND HOLDINGS USA INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of June, 2010.

CorpDirect Agents, Inc., Registered Agent

By: Katie Wonsch

Name: Katie Wonsch

Title: Assistant Secretary