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FLORIDA PROFIT/NON PROFIT CORPORATION  
WALLABOU USA, INC.

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**ARTICLES OF INCORPORATION**  
**OF**

**WALLABOU USA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation ("Corporation") is: Wallabou USA, INC.

**ARTICLE 2 - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 4616 Bougainville Drive, Lauderdale By The Sea, FL 33308.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

John J. Bailey  
4616 Bougainville Drive  
Lauderdale By The Sea, FL 33308

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### **ARTICLE 5 - CAPITALIZATION**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized at any time to issue and have outstanding is one thousand five hundred (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

### **ARTICLE 6 - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

### **ARTICLE 7 - OFFICERS**

The officer(s) of this corporation shall be:

President:	John J. Bailey
Vice-President:	John J. Bailey
Secretary:	John J. Bailey
Treasurer:	John J. Bailey

whose address(es) shall be the same as the principal office of this Corporation.

### **ARTICLE 8 - DIRECTORS**

The initial Board of Directors shall consist of one (1) Member. The name(s) of the person(s) who will serve on the initial Board of Directors is:

John J. Bailey

whose address shall be the same as the principal office of this Corporation.

### **ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation is 4616 Bougainvillea Drive, Lauderdale By The Sea, FL 33308. The registered agent of this Corporation is John J. Bailey.

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**ARTICLE 10 - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE 11 - AMENDMENT**

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

**ARTICLE 12 - EFFECTIVE DATE**

These Articles of Incorporation are to be effective upon approval by the Secretary of State of the State of Florida

IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, and acknowledged these foregoing Articles of Incorporation under the laws of the State of Florida, this July 16, 2010.

  
John J. Bailey, Incorporator

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

The undersigned, John J. Bailey, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
John J. Bailey, Registered Agent  
Date: 07-16-2010

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