

Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 617-6383

From:

Account Name : MELAND RUSSIN & BUDWICK, P.A.
Account Number : I20040000113
Phone : (305) 358-6363
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FLORIDA Corporation
Madison State USA Holdings Corporation

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
MADISON STATE USA HOLDINGS CORPORATION

ARTICLE I - Name

The name of the corporation is MADISON STATE USA HOLDINGS CORPORATION (the "Corporation").

ARTICLE II - Purpose

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

ARTICLE III - Capital Stock

The Corporation is authorized to issue 1,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

ARTICLE IV - Initial Registered Office and Agent

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Meland Russin & Budwick, P.A.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE V - Corporate Mailing Address

The principal office and mailing address of the Corporation is:

369 Rimrock Road
Toronto Ontario, Canada M3J3G2

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ARTICLE VI - Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Name

Address

Mark S. Meland, Esq.

Meland Russin & Budwick, P.A.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

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ARTICLE VII - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE VIII - Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

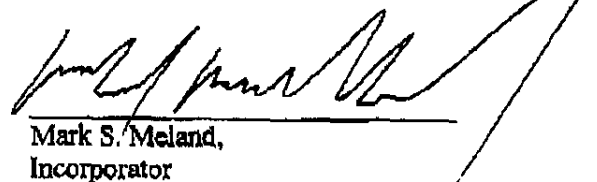
ARTICLE IX - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE X - Duration

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 22nd day of September, 2010.


Mark S. Meland,
Incorporator

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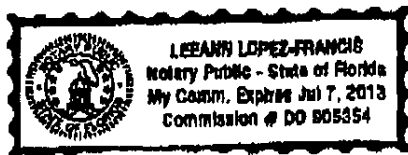
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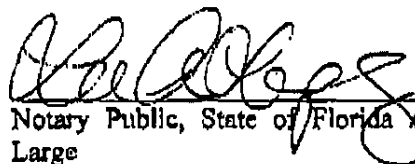
COUNTY OF MIAMI-DADE

) SECRETARY OF STATE
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)

BEFORE ME, the undersigned authority, personally appeared Mark S. Meland who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of MADISON STATE USA HOLDINGS CORPORATION.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 22nd day of September, 2010.




Notary Public, State of Florida At
Large
Print Name: Leeann Lopez-Francis
Commission No. 805354
My commission expires: 7/7/13

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for MADISON STATE USA HOLDINGS CORPORATION, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

Dated this 22nd day of September, 2010.

Meland Russin & Budwick, P.A.

By: 

Mark S. Meland, President

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