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FLORIDA PROFIT/NON PROFIT CORPORATION
COLA GROUP USA, INC.

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SECRETARY
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ARTICLES OF INCORPORATION

OF

COLA GROUP USA, INC.

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name of Corporation

The name of the corporation is:

COLA GROUP USA, INC.

ARTICLE II

General Purpose

This corporation is organized for the purpose of transacting any or all lawful business permitted by the laws of the State of Florida and of the United States of America.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV

Address

The initial street address of the principal office of this corporation is:

8600 8th Avenue, Montreal, Quebec, H1Z 2W4

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ARTICLE V

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be four (4) directors initially. The number of directors may be increased, and after such increase, decreased from time to time pursuant to bylaws adopted by the shareholders.

The name and street address of the members of the first Board of Directors are:

George Hassan	8600 8th Avenue, Montreal, Quebec, H1Z 2W4
Louis Cola	8600 8th Avenue, Montreal, Quebec, H1Z 2W4
Jack Cola	8600 8th Avenue, Montreal, Quebec, H1Z 2W4
Philip Cola	8600 8th Avenue, Montreal, Quebec, H1Z 2W4

ARTICLE VII

Incorporators and Subscribers

The name and street address of each person signing the Articles of Incorporation as incorporators and subscribers are:

George Hassan	8600 8th Avenue, Montreal, Quebec, H1Z 2W4
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ARTICLE VIII

Duration and

Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be on the date of the filing of these Articles of Incorporation and this corporation shall have perpetual duration.

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ARTICLE IX

Registered Agent

The street address of the registered agent of this Corporation is 16047 Collins Avenue, #2103, Sunny Isles Beach, Florida 33160, and the name of the registered agent of this Corporation at that address is Louis Cola.

ARTICLE X

Indemnification

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE XII

Amendment

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

ARTICLE XIII

Officers

The names of the initial officers shall be:

President	Louis Cola
Vice President	Jack Cola
Secretary	Philip Cola
Treasurer	Philip Cola

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IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation on this 21 day of September, 2010.



George Hassan

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 608.415 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

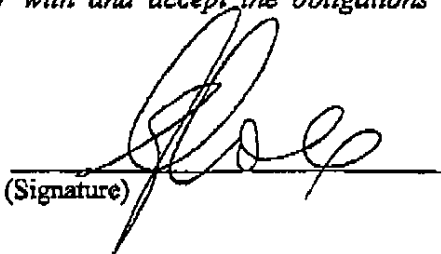
1. The name of the company is: COLA GROUP USA, INC.
8600 8th Avenue, Montreal, Quebec, H1Z 2W4

The name and address of the registered agent and office is:

Louis Cola
(Name)
16047 Collins Avenue, #2103
(P. O. Box not acceptable)
Sunny Isles Beach, Florida 33160
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314

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