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**FLORIDA PROFIT/NON PROFIT CORPORATION
HOT BRANDS INTERNATIONAL, INC., USA**

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DIVISION OF CORPORATIONS

11/30/10

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H10000256351/3

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ARTICLES OF INCORPORATION
OF
HOT BRANDS INTERNATIONAL, INC., USA

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

ARTICLE I - NAME

The name of this Corporation is:

HOT BRANDS INTERNATIONAL, INC., USA

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

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ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

131 Bloor St. West
Suite 200-201
Toronto, ON, M5S 1R8

and, the mailing address of this Corporation shall be:

131 Bloor St. West
Suite 200-201
Toronto, ON, M5S 1R8

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

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

Benjamin R. Hanan
240 S. Pineapple Ave., 10th Floor
Sarasota, Florida 34236

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of the member of the first Board of Directors is:

Kanak Bal
131 Bloor St. West
Suite 200-201
Toronto, ON, M5S 1R8

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute 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.

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DIVISION OF CORPORATION

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ARTICLE IX - INCORPORATOR

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

Kanak Bal
131 Bloor St. West
Suite 200-201
Toronto, ON, M5S 1R8

The undersigned has executed these Articles this 29th day of November, 2010.
Kanak Bal

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for HOT BRANDS INTERNATIONAL, INC., USA at the place designated in the Articles, 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.

Date: 11/29/10
Benjamin R. Hanan

"REGISTERED AGENT"