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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
FDG Investments (USA), Inc.

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**ARTICLES OF INCORPORATION OF
FDG INVESTMENTS (USA), INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

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

FDG INVESTMENTS (USA), INC.

Mailing Address:

20 Rivermede Road, Ste. 204
Concord, Ontario Canada L4K 3N3

Principal Office Address:

20 Rivermede Road, Ste. 204
Concord, Ontario Canada L4K 3N3

**ARTICLE II
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III
AUTHORIZED SHARES**

The corporation shall be authorized to create and issue 100 shares of Common stock having a par value of \$1.00 per share.

**ARTICLE IV
TERMS OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of Incorporation. Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent is:

Roland DiGasbarro
28 Tahiti Beach Island Road
Coral Gables, Florida 33143

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**ARTICLE VI
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII
DIRECTORS-NAMES AND STREET ADDRESSES**

The names and street addresses of the initial member of the first Board of Directors who shall hold office until his successors have been duly elected or appointed and have qualified are as follows:

Name:
Frank DiGasbarro

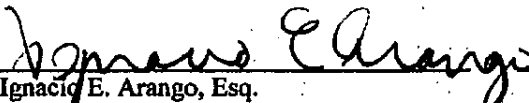
Street Address:
20 Rivermede Road, Ste. 204
Concord, Ontario, Canada L4K 3N3

**Articles VIII
INCORPORATORS**

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

Ignacio E. Arango, Esq.
Stolzenberg Gelles & Flynn, LLP
1401 Brickell Avenue, Ste 825
Miami, Florida 33131


In witness whereof, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 8th day February, 2011.


Ignacio E. Arango, Esq.

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**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **FDG INVESTMENTS (USA), INC.**, having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 28 Tahiti Beach Island Road, Coral Gables, Florida 33143, has named Roland DiGasbarro, located thereat as its registered agent to accept service of process within this state.

By: 
Ignacio E. Arango, Esq. Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Roland DiGasbarro, Registered Agent

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