

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
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## To:

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Account Name : GREENBERG TRAUIG (ORLANDO)  
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Email Address: millert@gtlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
Winnipeg Investors Inc.

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
WINNIPEG INVESTORS INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of this corporation is Winnipeg Investors Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 2200 - One Lombard Place, Winnipeg, Manitoba, Canada, R3B 0X7.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
<u>Authorized</u>		
1,000,000	\$0.01	Common

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

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The number of directors constituting the initial Board of Directors is four (4), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Darryl Dyck	2200 - One Lombard Place, Winnipeg, Manitoba, Canada, R3B 0
Mark Mason	2200 - One Lombard Place, Winnipeg, Manitoba, Canada, R3B 0
Shannon Stefanson	2200 - One Lombard Place, Winnipeg, Manitoba, Canada, R3B 0
Geordie Cruickshank	2200 - One Lombard Place, Winnipeg, Manitoba, Canada, R3B 0

#### ARTICLE VII

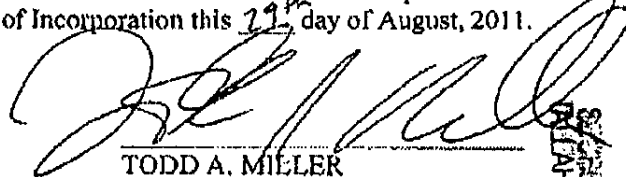
A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

#### ARTICLE VIII

The name of the Incorporator is Todd A. Miller and the address of the Incorporator is 450 South Orange Avenue, Suite 650, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 29<sup>th</sup> day of August, 2011.

  
TODD A. MILLER

SECRETARY OF STATE  
TREASURER  
FLORIDA

11 AUG 29 PM 3:01

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Winnipeg Investors Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation.

*Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

CORPORATION SERVICE COMPANY

By: Carina L. Dunlap  
Name: Carina L. Dunlap  
Title: Asst. Vice President

Dated: 08/29/11

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