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**FLORIDA PROFIT/NON PROFIT CORPORATION
CRANIUM TECHNOLOGIES (USA) INC.**

Certificate of Status	0
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H11000241073 3

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H11000241073 3

**ARTICLES OF INCORPORATION
OF
CRANIUM TECHNOLOGIES (USA) INC.**

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ARTICLE I

The name of the corporation is CRANIUM TECHNOLOGIES (USA) INC. (hereinafter the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is 3 Cardinal Court #622, Hilton Head Island, South Carolina 29926.

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is NRAI Services, Inc.

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. The number of directors constituting the initial Board of Directors is one and the names and addresses of the members of the initial Board of Directors who will serve as the Corporation's directors until his successors are duly elected and qualified are:

Ronald Holland
3 Cardinal Court #622
Hilton Head Island, SC 29926

H11000241073 3

ARTICLE VII

The name of the Incorporator is Leonard H. Bloom, Esq. and the address of the Incorporator is One SE Third Avenue, 25th Floor, Miami, Florida 33131.

ARTICLE VIII

This 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.

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 4th day of October, 2011.



Leonard H. Bloom, Esq., Incorporator

H11000241073 3

H11000241073 3

**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 CRANIUM TECHNOLOGIES (USA) INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of October, 2011.

NRAI SERVICES, INC.
Registered Agent

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary

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