

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Wheeler Bags USA, Inc.

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**ARTICLES OF INCORPORATION
OF
WHEELER BAGS USA, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is Wheeler Bags USA, Inc.

**II.
Term of Existence**

The Corporation's existence commences on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 1497 Main Street, #235, Dunedin, Florida 34698.

**IV.
Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$0.01 par value common stock which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 501 East Kennedy Boulevard, Suite 1700, Tampa, Florida 33602 and the name of its initial registered agent at such address is Andrew L. McIntosh.

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VI.
Incorporator

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

<u>Name</u>	<u>Address</u>
Andrew L. McIntosh	501 E. Kennedy Boulevard Suite 1700 Tampa, Florida 33602

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VII.
Affiliated Transactions

The Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions of Section 607.0901 of the Act. Therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

VIII.
Control Share Acquisitions

The Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions of Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

IX.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

X.
Indemnification

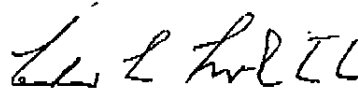
The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XI.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on May 23, 2012.



Andrew L. McIntosh, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Corporation to accept service of process on its behalf, at the place designated in these Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act

Dated: May 23, 2012.



Andrew L. McIntosh

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