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DIVISION OF CORPORATIONS

COHEN & GRIGSBY

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FLORIDA PROFIT/NON PROFIT CORPORATION
SCHEELEN USA CORPORATION

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ARTICLES OF INCORPORATION

OF

SCHHEELN USA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act (the "BCA").

FIRST Name. The name of the Corporation is SCHHEELN USA CORPORATION.

SECOND Street Address and Mailing Address. The mailing address and street address of the principal office of the Corporation is 397 Mallory Court, Naples, FL 34110.

THIRD Registered Office and Agent. The street address of the initial registered office of the Corporation in the State of Florida is 9110 Strada Place, Suite 6200, Naples, Florida 34108. The name of the initial registered agent of the Corporation at said registered office is Cohen & Grigsby, P.C.. The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the BCA, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FOURTH Stock. The total number of shares of capital stock that the Corporation has the authority to issue is 1,000 shares of Common Stock, no par value.

FIFTH Incorporator. The name and address of the incorporator is Felix A. Mehler, Cohen & Grigsby, P.C., 9110 Strada Place, Suite 6200, Naples, Florida 34108.

SIXTH Purpose. The purpose for which the Corporation is organized is as follows: To engage in consulting, marketing and licensing services, as well as any or all other lawful business for which corporations may be organized under the BCA and to have all powers granted to corporations organized under the BCA, whether granted by specific statutory authority or by construction of law.

SEVENTH Liability of Directors. To the fullest extent that the laws of the State of Florida, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of the Corporation will be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The provisions of this Article (a) are applicable to acts or omissions occurring before or after the adoption hereof, (b) are deemed to be a contract with each person who serves as a director at any time while this Article is in effect, and each such director is deemed to be serving in reliance on the provisions of this Article, (c) will continue as to each person who has ceased to be a director with respect to the periods when he or she was a director and (d) will inure to the benefit of each director's heirs and legal representatives. Any amendment or repeal of this Article or adoption of any additional Article, and any amendment to the Bylaws of the Corporation, which has the effect of increasing

director liability will operate prospectively only and will not affect any action taken, or any failure to act, by a director of the Corporation prior to such amendment or repeal becoming effective.

EIGHTH Indemnification. Directors and officers of the Corporation will be indemnified by the Corporation as of right to the fullest extent now or hereafter permitted by the laws of the State of Florida in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation or otherwise) arising out of their service to the Corporation or to another organization at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability asserted against any such person whether or not the Corporation has the power to indemnify such person against such liability. The provisions of this Article (a) are applicable to actions, suits or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, (b) are deemed to be a contract with each director, officer and other person referred to in this Article who serves in such capacity at any time while this Article is in effect, and each such person is deemed to be serving in reliance on the provisions of this Article, (c) will continue as to directors, officers and other persons who have ceased to render such service and (d) will inure to the benefit of the heirs and legal representatives of the directors, officers and other persons referred to in this Article. Any amendment or repeal of this Article or adoption of any additional Article, and any amendment to the Bylaws of the Corporation, which has the effect of reducing or eliminating the rights granted under this Article, will operate prospectively only and will not have any effect with respect to any action taken, or any failure to act, by the directors, officers and other persons referred to in this Article prior to the effective date of such amendment or repeal.

NINTH Initial Directors. The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the person to serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until one or more successors have been elected and qualify, is as follows:

Frank M. Scheelen
397 Mallory Court
Naples, FL 34110

TENTH Initial Officers. The names and addresses of the persons to serve as Officers of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Frank M. Scheelen
397 Mallory Court
Naples, FL 34110

President, Secretary, & Treasurer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELEVENTH Effective Date. These Articles of Incorporation will be effective upon filing.

WITNESS the due execution hereof this 9th day of August, 2012.

By: 

Felix A. Mehler, Incorporator
Cohen & Grigsby, P.C.
9110 Strada Place, Ste. 6200
Naples, FL 34108

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or its duties as registered agent, and is familiar with and accepts the obligations of such position.

Cohen & Grigsby, P.C.,
Registered Agent

By: 

Felix A. Mehler, Esq.

Date: August 9, 2012

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