

Division of Corporations

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Florida Department of State  
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Email Address: MMcDatt@falco.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
DUNDURN USA INC.

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8/30/12



August 29, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

ROETZEL & ANDRESS

SUBJECT: DUNDURN USA INC.  
REF: W12000044831

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Florida law requires any business entity serving in the capacity of a registered agent to have an active registration or filing on our records.

The registered agent must be consistent in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Pamela Smith  
Regulatory Specialist II

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ARTICLES OF INCORPORATION  
OF DUNDURN USA INC.

THE UNDERSIGNED, acting as sole incorporator of DUNDURN USA INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME

The name of the corporation is DUNDURN USA INC.

ARTICLE II  
SHARES

The number of shares which the corporation shall have authority to issue is One Hundred (100), consisting of a single class of common stock, One Dollar (\$1.00) par value per share.

ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.1801(4), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on August 24, 2012.

ARTICLE IV  
PRINCIPAL OFFICE

The address of the Principal Office of the corporation is as follows:

Dundurn USA Inc.  
1658 Main Street W.  
Unit 25  
Hamilton, Ontario, Canada L8S 1G5

The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE V  
MAILING ADDRESS

The mailing address of the corporation is as follows:

Dundurn USA Inc.  
1658 Main Street W.  
Unit 25  
Hamilton, Ontario, Canada L8S 1G5

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the corporation and the initial Registered Agent at

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such address are as follows:

R&A Agents, Inc.  
Attn: Michael W. McNatt  
420 S. Orange Avenue, 7<sup>th</sup> Floor  
Orlando, Florida 32801

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

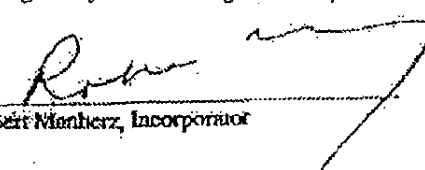
Robert Manherz

**ARTICLE VIII  
INCORPORATOR**

The name and address of the sole incorporator of the corporation are as follows:

Robert Manherz  
1658 Main Street W.  
Unit 25  
Hamilton, Ontario, Canada L8S 1G5

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 24 day of August, 2012.

  
Robert Manherz, Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

Dated this 24 day of August, 2012

R & A AGENTS, INC.

By: 

Name: Michael W. McNatt

Title: Office

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