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Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION
STUDER CANADA HOLDINGS, INC.

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**ARTICLES OF INCORPORATION
OF
STUDER CANADA HOLDINGS, INC.**

The undersigned incorporator, STUDER INTERNATIONAL, INC., a Florida corporation competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is STUDER CANADA HOLDINGS, INC.

This corporation is referred to in these Articles of Incorporation as the "Corporation."

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The street address and mailing address of the principal office of the Corporation is 913 Gulf Breeze Parkway, Suite 6, Gulf Breeze, Florida 32561.

ARTICLE III - PURPOSE AND POWERS

The Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States. The Corporation shall have all powers that may now or hereafter be lawful for a corporation to exercise under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock.

**ARTICLE V - COMMENCEMENT OF CORPORATE EXISTENCE
AND TERM OF EXISTENCE**

The date for commencement of the Corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Department of State. The Corporation shall have perpetual existence.

H14000006854 3

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 913 Gulf Breeze Parkway, Suite 6, Gulf Breeze, Florida 32561, and the name of the initial registered agent of the Corporation at that address is Debbie Ritchie.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors of the Corporation are:

Lori Clause
913 Gulf Breeze, Suite 6
Gulf Breeze, FL, 32561

George Ellis
913 Gulf Breeze, Suite 6
Gulf Breeze, FL, 32561

Debbie Ritchie
913 Gulf Breeze, Suite 6
Gulf Breeze, FL, 32561

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are:

Studer International, Inc., a Florida corporation
913 Gulf Breeze, Suite 6
Gulf Breeze, FL, 32561

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

H14000006854 3

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on the date set forth below.

INCORPORATOR:

STUDER INTERNATIONAL, INC

By: Debbie Ritchie
Debbie Ritchie, its President

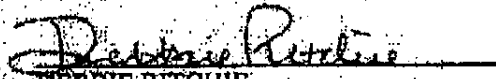
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H14000006854 3

H14000006854 3

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of **STUDER CANADA HOLDINGS, INC.** Further, I am familiar with and accept the duties and obligations of such designation.


DEBBIE RITCHIE

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