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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Simpleshow USA Corp.**

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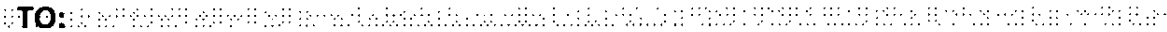
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# Holland & Knight

Tel (305) 374-8500  
Fax (305) 789-7799

Holland & Knight LLP  
701 Brickell Avenue  
Suite 3000  
Miami, FL 33131  
www.hklaw.com

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| NAME                      | COMPANY/FIRM | FAX NUMBER  |
| FL - Simpleshow USA Corp. |              | 18506176381 |

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**ARTICLES OF INCORPORATION  
OF  
SIMPLESHOW USA CORP.**

The undersigned, acting as incorporator of SIMPLESHOW USA CORP. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is SIMPLESHOW USA CORP. (the "Corporation").

**ARTICLE II. ADDRESS**

The principal and mailing address of the Corporation is:

c/o 701 Brickell Avenue, Suite 3300  
Miami, FL 33131

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

**ARTICLE VI. DIRECTORS/OFFICERS**

The names and addresses of the initial Director and Officers of the Corporation are:

|                         |  |
|-------------------------|--|
| Director and President: | Karsten Boehrs<br>c/o 701 Brickell Avenue, Suite 3300<br>Miami, FL 33131 |
|-------------------------|--|

|                        |   |
|------------------------|---|
| Senior Vice President: | Carel Limburg<br>c/o 701 Brickell Avenue, Suite 3300<br>Miami, FL 33131 |
|------------------------|---|

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ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 and the name of the Corporation's initial registered agent at that address is Corporate Creations Network Inc.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is Juan Carlos Ferrer, Esq., 701 Brickell Avenue, Suite 3300, Miami, FL 33131.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 10<sup>th</sup> day of February, 2014.

  
\_\_\_\_\_  
Juan Carlos Ferrer,  
Sole Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

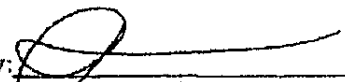
That SIMPLESHOW USA CORP. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 10<sup>th</sup> day of February, 2014.

Corporate Creations Network Inc.

By:   
Jim Perkins, Vice-President

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