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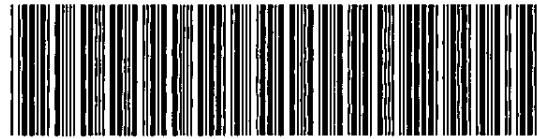
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10/24/14 ah

**ARTICLES OF INCORPORATION  
OF  
ESSEX (U.S.) INC.**

**ARTICLE I  
NAME**

The name of the corporation is **ESSEX (U.S.) INC.** (hereinafter referred to as the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation is located at 21193 Clubside Drive, Unit B, Boca Raton, Florida 33434, and the Corporation's mailing address is 7 Broadway Avenue, Suite 1005, Toronto, ON M4P 3C5.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida and the Corporation shall have all of the powers conferred upon corporations organized under the laws of the State of Florida to carry out such purpose.

**ARTICLE IV  
REGISTERED AGENT**

The name and address of the Corporation's registered agent in the State of Florida is: George A. Morgan, 450 Las Olas Blvd., Suite 730, Ft. Lauderdale, Florida 33301.

**ARTICLE V  
INCORPORATOR**

The name and address of the Incorporator of the Corporation is: David Shields, 456 Russell Hill Road, Toronto, ON M5P 2S5.

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STATE OF FLORIDA  
TALLAHASSEE

**ARTICLE VI  
DIRECTORS**

The Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Corporation's Bylaws but shall never be less than one. The names and addresses of the initial directors are:

David Shields  
456 Russell Hill Road  
Toronto, ON M5P 2S5

Francine Shields  
456 Russell Hill Road  
Toronto, ON M5P 2S5

**ARTICLE VII  
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 per share.

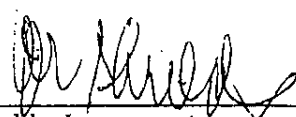
**ARTICLE VIII  
INDEMNIFICATION**

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

**ARTICLE IX  
TERM**

The Corporation shall have perpetual existence.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 14<sup>th</sup> day of October, 2014.

  
\_\_\_\_\_  
David Shields, Incorporator

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14 OCT 23 AM 9:48  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT  
OF  
ESSEX (U.S.) INC.

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

  
George A. Morgan GR.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA