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COVER LETTER

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

SUBJECT: NA SALES, INC. Domestication

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication \$ 50.00 Articles of Incorporation and Certified Copy \$ 78.75 Total to domesticate and file \$128.75

OPTIONAL:

Certificate of Status

\$ 8.75

Wendy Berndt

Name (printed or typed)

Messerli Kramer, P.A.

Address

100 South Fifth Street, Suite 1400, Minneapolis, MN 55402

City, State & Zip

612-672-3608

Daytime Telephone Number

wberndt@messerlikramer.com

E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, Kenneth R. Johnson, President of NA Sales, Inc., a foreign corporation, in accordance with Florida Statutes Section 607.1801, does hereby certify that:

- 1. The date on which the corporation was first formed was January 28, 2010.
- 2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Nevada.
- 3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was NA Sales, Inc.
- 4. The name of the corporation, as set forth in its articles of incorporation, to be filed contemporaneously herewith, pursuant to Florida Statutes Section 607.0202 and 607.0401 with this certificate is NA Sales, Inc.
- 5. The jurisdiction that constituted the seat, siege social or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication was Nevada.
- 6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Florida Statutes Section 607.1081.
- I, Kenneth R. Johnson, President of NA Sales, Inc., am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 4th day of December, 2014.

Kenneth R. Johnson

FILED

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FALLAHECTER STATE

ARTICLES OF INCORPORATION OF NA SALES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, in compliance with Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is: NA Sales, Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is: 1040 Seminole Drive, # 754, Fort Lauderdale, FL 33304-3234.

THIRD:

- 3.1 <u>Authorized Shares.</u> The aggregate number of shares that the corporation has authority to issue shall be Ten Thousand (10,000) shares of capital stock. Such shares shall not have any par value, except that they shall have a par value of one cent (\$.01) per share solely for the purpose of a statute or regulation imposing a tax or fee based upon the capitalization of a corporation, and except that they shall have such par value as may be fixed by the corporation's Board of Directors for the purpose of a statute or regulation requiring the shares of the corporation to have a par value.
- 3.2 <u>Issuance of Shares.</u> The Board of Directors of the corporation is authorized from time to time to accept subscriptions for, issue, sell and deliver shares of stock of any class or series of the corporation, and rights to purchase securities of the corporation, to such persons, at such time, for such consideration, and upon such terms and conditions as the Board shall determine.
- 3.3 <u>Class and Series of Shares.</u> The Board of Directors of the corporation is further authorized to issue more than one class and/or series of shares and has the power to fix the relative rights and preferences of any such classes and series.

FOURTH: The street address of the initial registered office of the corporation is: 1040 Seminole Drive, # 754, Fort Lauderdale, FL 33304-3234, and the name of its initial registered agent at such address is Kenneth R. Johnson.

FIFTH: The name and address of the sole incorporator is:

Kip R. Peterson 100 South Fifth Street Suite 1400 Minneapolis, MN 55402

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SIXTH:

- (1) <u>No Preemptive Rights.</u> No shareholder of the corporation shall have any preemptive right to subscribe for, purchase or acquire any shares of stock of any class or series of the corporation now or hereafter authorized or issued by the corporation.
- (2) <u>No Cumulative Voting Rights.</u> No shareholder shall have the right to cumulate votes for the election of directors or for any other purpose.

SEVENTH: Any action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors or, in cases where the action need not be approved by the shareholders, by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present.

EIGHTH: A director shall not be personally liable to the corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director, except to the extent that elimination or limitation of liability is not permitted under Section 607.0830, the Florida Business Corporation Act, as the same exists or may hereafter be amended. Any repeal or modification of the provisions of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: Where approval of shareholders is required by law, the affirmative vote of the holders of at least a majority of the voting power of all shares entitled to vote shall be required to authorize the corporation (i) to merge into or with one or more other corporations, (ii) to exchange its shares for shares of one or more other corporations, (iii) to sell, lease, transfer or otherwise dispose of all or substantially all of its property and assets, including its good will, or (iv) to commence voluntary dissolution.

TENTH: Any provision contained in these Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of the holders of at least a majority of the voting power of the shares present and entitled to vote at a duly held meeting or such greater percentage as may be otherwise prescribed by the laws of the State of Florida.

Kip R. Peterson, Incorporator

Date: December 13, 2014

Kenneth R. Johnson is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Kenneth R. Johnson, Registered Agent

Date: 12/13/14