

3/21/2017

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FLORIDA PROFIT/NON PROFIT CORPORATION
Celebration PH Holdings GP, Inc.

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REGISTRATION
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CELEBRATION PH HOLDINGS GP, INC.

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name of Corporation

The name of the corporation is:

CELEBRATION PH HOLDINGS GP, INC.

ARTICLE II

General Purpose

This corporation is organized for the purpose of transacting any or all lawful business permitted by the laws of the State of Florida and of the United States of America.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV

Address

The initial street address of the principal office of this corporation is:

c/o Palm Holdings, Inc., 477 Richmond Street West, Suite 810, Toronto, Ontario M5V 3E7 GB

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ARTICLE V

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Directors

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) director initially. The number of directors may be increased, and after such increase, decreased from time to time pursuant to bylaws adopted by the shareholders.

The name and street address of the members of the first Board of Directors are:

Ash Taneja c/o Palm Holdings, Inc., 477 Richmond Street West, Suite 810
Toronto, Ontario M5V 3E7 GB

ARTICLE VII

Incorporators and Subscribers

The name and street address of each person signing the Articles of Incorporation as incorporators and subscribers are:

Ash Taneja c/o Palm Holdings, Inc., 477 Richmond Street West, Suite 810
Toronto, Ontario M5V 3E7 GB

ARTICLE VIII

Duration and Date Corporate Existence Commences

The date when corporate existence for this corporation shall begin shall be on the date of the filing of these Articles of Incorporation and this corporation shall have perpetual duration.

ARTICLE IX

Registered Agent

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The street address of the registered agent of this Corporation is 1200 South Pine Island Road, Plantation Florida 33324, and the name of the registered agent of this Corporation at that address is CT Corporation System.

ARTICLE X

Indemnification

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE XII

Amendment

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

ARTICLE XIII

Officers

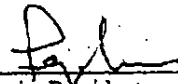
The names of the initial officers shall be:

President	Ash Taneja
Vice President	Ash Taneja
Secretary	Ash Taneja
Treasurer	Ash Taneja

IN WITNESS WHEREOF, the undersigned Incorporator have executed these Articles of Incorporation on this 20th day of March, 2017.

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Ash Taneja, President

Corp

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF CHAPTER 607 AND/OR 621, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: CELEBRATION PH HOLDINGS GP, INC.
c/o Palm Holdings, Inc.,
477 Richmond Street West, Suite 810
Toronto, Ontario M5V 3E7 GB

The name and address of the registered agent and office is:

CT Corporation System

(Name)

1200 South Pine Island Road

(P. O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Print Name: Madonna Cuddihy

Special Assistant Secretary

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314