

DISCOUNT LEGAL SUPPLIES
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**Florida Department of State
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To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850)385-6735
Fax Number : (954)641-4192

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
MTECH USA, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MTech USA, Inc.

ARTICLE I - NAME

The name of this Corporation is MTech USA, Inc.,

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be:

7100 West Camino Real, Suite 100
Boca Raton, FL 33433

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares \$1.00 par value of common stock which shall be designated as "Common Shares".

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3732 Northwest 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this Corporation at that address is Filings, Inc. a Florida Corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two Directors to hold office until the first annual meeting of stockholders and the successor shall have been duly elected and qualified, or until the earlier resignation, removal from office or death. The number of Directors may either be increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Barry Le Roux (P)

7100 West Camino Real, Suite 100, Boca Raton, FL 33433

Grant Kaplan (S)

7100 West Camino Real, Suite 100, Boca Raton, FL 33433

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Filings, Inc., a Florida Corporation

3732 Northwest 16th Street, Fort Lauderdale, Florida 33311

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ARTICLE IX - PRE-EMPTIVE RIGHTS

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

ARTICLE X - IRC STOCK PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Any such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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.

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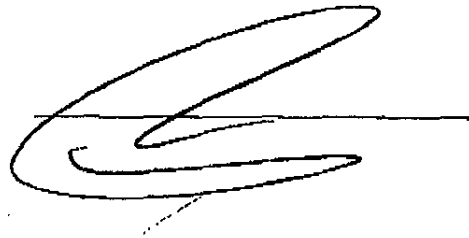
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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: August 17, 2015

Filings, Inc.

By Robert Hayden, Vice-President

A handwritten signature in black ink, appearing to be 'R. Hayden', written over a horizontal line.

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with section 607.0501, Florida Statutes, the following is submitted:

First that MTech USA, Inc., desiring to organize or qualify under the law of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 Northwest 16th Street, Fort Lauderdale, Florida 33311 as its agent to accept process of service within Florida.

Dated: August 17, 2015

Filings, Inc.

By Robert Hayden, Vice-President



Having been named to accept process of service for the above stated Corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 17, 2015

Filings, Inc.

By Robert Hayden, Vice-President



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