

**Electronic Articles of Incorporation
For**

P14000040565
FILED
May 06, 2014
Sec. Of State
jbryan

FISCAL SOLUTIONS USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

FISCAL SOLUTIONS USA, INC.

Article II

The principal place of business address:

200 S. BISCAYNE BLVD., 6TH FLOOR
MIAMI, FL. US 33131

The mailing address of the corporation is:

200 S. BISCAYNE BLVD., 6TH FLOOR
C/O JIM SPENCER
MIAMI, FL. US 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

5000

Article V

The name and Florida street address of the registered agent is:

JAMES W SPENCER
200 S. BISCAYNE BLVD., 6TH FLOOR
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: JAMES W SPENCER

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Article VI

The name and address of the incorporator is:

FISCAL SOLUTIONS LTD.
130 WOOD STREET

LONDON, ENGLAND, UK EC2V 6DL

Electronic Signature of Incorporator: DARREN ALDRICH

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
FISCAL SOLUTIONS LTD.
130 WOOD STREET
LONDON, ENGLAND, UK. EC2V 6DL UK

Article VIII

The effective date for this corporation shall be:

05/06/2014