

CT CORPORATION

F0200000 2142

CORPORATION(S) NAME

MCD (USA) Corporation

FILED
02 APR 30 PM 11:22
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

BK

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/30/02

Order#: 5310703

kf

Ref#: 500885391785--7
-04/30/02--01009--028
*****78.75 *****78.75
Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. MCD (USA) Corporation

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. Pending

(FEI number, if applicable)

4. March 28, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Daniel Isaia, 1101 Brickell Ave., Suite 1202, Miami, FL 33131

(Principal office address)

as above

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) the General Corporation Law of Delaware.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1201 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 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.



(Registered agent's signature)

EDWARD GWISDALLA
Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attachment

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attachment

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Marie-Laurence Mora, Director, President and Treasurer

(Typed or printed name and capacity of person signing application)

ATTACHMENT TO APPLICATION

A. DIRECTORS

Name: Marie-Laurence Mora
Address: 22, rue Maurice Cerveaux – B.P. 138
51205 Epernay
France

Name: François-Xavier Mora
Address: 22, rue Maurice Cerveaux – B.P. 138
51205 Epernay
France

Name: Daniel Isaia
Address: 1011 Brickell Ave., Unit 1202
Miami, FL 33131

B. OFFICERS

Name: Marie-Laurence Mora
Title: President and Treasurer
Address: See above

Name: François-Xavier Mora
Title: Executive Vice-President and Secretary
Address: See above

Name: Daniel Isaia
Title: Vice-President and Assistant Secretary
Address: See above

Name: Alicia Constain
Title: Vice-President and Assistant Treasurer
Address: 1011 Brickell Ave., Unit 1202
Miami, FL 33131

Name: Yves de Launay
Title: Vice-President
Address: 1150 San Pedro Ave.
Miami, FL 33156

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MCD (USA) CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



3507102 8300

020237022

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1720477

DATE: 04-12-02