

FI4 020001073

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

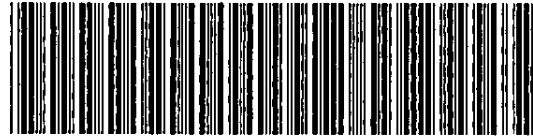
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 MAR -3 AM 11:01

STEPS

3/13/14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: YOUPHI USA, INC

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MARCOS REZENDE

Name of Person

CSG - CAPITAL SERVICES GROUP, INC.

Firm/Company

446 W HILLSBORO BLVD

Address

DEERFIELD BEACH, FL 33441

City/State and Zip code

MARCOS@THEWAYGROUP.BIZ

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

For further information concerning this matter, please call:

MARCOS REZENDE at (954) 427-4770

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 04 MAR 13 AM 11:01

1. YOUNPHI USA, INC

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

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

3. APPLIED FOR

(FEI number, if applicable)

4. 02/21/2014

(Date of incorporation)

5.

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

6.

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 440 E. SAMPLE RD STE 200 - POMPANO BEACH, FL 33064

(Principal office address)

SAME

(Current mailing address)

8. PAYMENT PROCESSING

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: CSG - CAPITAL SERVICES GROUP, INC.

Office Address: 446 W HILLSBORO BLVD

DEERFIELD BEACH, Florida 33441

(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)

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: YOUPHI USA, INC.

Address: 800 Delaware Avenue P.O. Box 8702
Wilmington, DE 19899

Vice President: _____

Address: _____

Secretary: _____

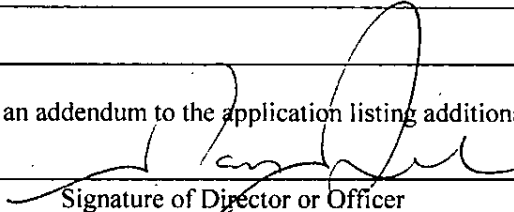
Address: _____

Treasurer: _____

Address: _____

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

13. _____



Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is 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.

14. MARCOS REZENDE

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

CONSENT OF INCORPORATOR

OF

YOUPHI USA INC.

THE UNDERSIGNED, being the sole incorporator **YOUPHI USA INC.**, a Delaware corporation, hereby adopts the following resolution pursuant to Sections 107 and 108 of the Delaware General Corporation Law:

RESOLVED, that the following person is hereby elected to serve as director of the corporation until the first annual meeting of stockholders or until such person's successor(s) are elected and qualified and that such person shall constitute the initial Board of Directors:

VALDECI LINCOHN JUNIOR VALESE

This written consent shall be inserted in the minute book of the corporation.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed this written consent this 21st day of February, 2014.

DELAWARE CORPORATIONS LLC

By:



Robin G. Brooks, Vice President

CERTIFICATE OF INCORPORATION

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:55 PM 02/21/2014
FILED 03:54 PM 02/21/2014
SRV 140217964 - 5486165 FILE

OF

YUPHI USA INC.

FIRST: The name of the Corporation is YUPHI USA INC.

SECOND: The registered office of the Corporation in the State of Delaware is located at 800 Delaware Avenue, City of Wilmington, New Castle County, 19801. The registered agent of the Corporation at that address is Delaware Corporations LLC.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of common stock having no par value.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the Corporation.

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.

SEVENTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

EIGHTH: The incorporator is Delaware Corporations LLC, whose mailing address is 800 Delaware Ave., P.O. Box 8702, Wilmington, DE 19899.

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a Corporation under the laws of the State of Delaware, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and has caused this Certificate of Incorporation to be duly executed by an authorized officer this 21st day of February, 2014.

DELAWARE CORPORATIONS LLC,
Sole Incorporator

By:


Robin G. Brooks, Vice President

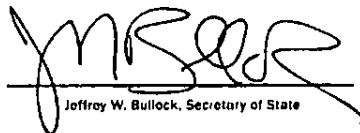
Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "YOU PHI USA INC." 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 TENTH DAY OF MARCH, A.D. 2014.




Jeffrey W. Bullock, Secretary of State

5486165 8300

AUTHENTICATION: 1192397

140308160

DATE: 03-10-14