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**FLORIDA PROFIT/NON PROFIT CORPORATION
GATTINGER DEVELOP LTD INC.**

Certificate of Status	0
Certified Copy	1
Page Count	13
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MAR 30 2015

S. GILBERT

**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. GATTINGER DEVELOP LTD 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. BELIZE

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

3. 47-3508939

(FEI number, if applicable)

4. JANUARY 01, 2014

(Date of incorporation)

5. PERPETUAL

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

6. UPON QUALIFICATION

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 10012 NW 87th TERRACE, DORAL, FL 33178

(Principal office address)

10012 NW 87th TERRACE, DORAL, FL 33178

(Current mailing address)

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

Name:

DESIRE OBADIA

Office Address:

10012 NW 87th TERRACE

DORAL

(City)

Florida

33178

(Zip code)

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TALLAHASSEE, FLORIDA

9. 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.

Desire Obadia

(Registered agent's signature)

10. 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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: DESIRE OBADIAAddress: 10012 NW 87th TERRACEDORAL, FL 33178

Director: _____

Address: _____
_____**B. OFFICERS**President: DESIRE OBADIAAddress: 10012 NW 87th TERRACEDORAL, FL 33178

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____
_____**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.12. DESIRE OBADIA

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.

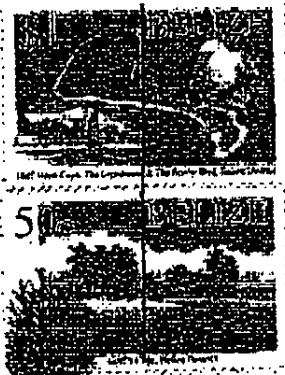
13. DESIRE OBADIA

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

CERTIFICATE OF NOTARY

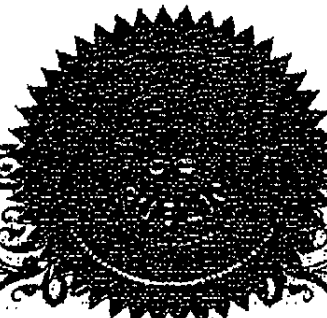
TO ALL TO WHOM these presents shall come, I, PRICILLA J. BANNER, of 15 "A" Street, Belize City, Belize, Notary Public of Belize duly admitted and sworn, DO HEREBY CERTIFY that the within-written documents are true and proper copies in words and figures of the original Memorandum and Articles of Association and its translation into Spanish of GATTINGER DEVELOP LTD.

IN FAITH AND TESTIMONY WHEREOF I have hereunto set my hand and seal of office at 15 "A" Street, Belize City, Belize on the 1st day of March, 2015.



PRICILLA J. BANNER

NOTARY PUBLIC
My Commission is Unlimited



MAR/27/2015/FRI 02:11 PM

FAX No.

P. 005

APOSTILLE

Convention de La Haye du 5 Octobre 1961

Country Belize

1. Public Document Certificate
2. Has been signed by Michelle Bannex
3. Acting as Notary Public
4. Bearing the Seal/Stamp of Notary Public

CERTIFIED

5. At Belize City On 2-4-2014
7. By E. O. Ponnell
8. Under No. 7842/2014
9. Seal _____ 10. Signature _____

[Signature]
REGISTRAR GENERAL





BELIZE

THE INTERNATIONAL BUSINESS COMPANIES ACT

CHAPTER 270 OF THE LAWS OF BELIZE

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

GATTINGER DEVELOP LTD.

IBC NO.140,814

Incorporated the 1st day of January, 2014

MF & CO. (BELIZE) LIMITED
No. 15 A Street, Belize City, Belize
e-mail: belize@mosson.com
web site: www.mosson.com

BELIZE
THE INTERNATIONAL BUSINESS COMPANIES ACT
CHAPTER 270 OF THE LAWS OF BELIZE
MEMORANDUM OF ASSOCIATION
OF
GATTINGER DEVELOP LTD.

1. NAME

The name of the Company is GATTINGER DEVELOP LTD.

2. REGISTERED OFFICE

The Registered Office of the Company is No. 15 A Street, Belize City, Belize or such other place within Belize as the Company may from time to time by a resolution of the directors or members determine.

3. REGISTERED AGENT

The Registered Agent of the Company is MF & CO. (BELIZE) LIMITED of No. 15 A Street, Belize City, Belize or such other person qualified under the International Business Companies Act, Chapter 270 of the Laws of Belize (including any Statutory modification or re-enactment thereof for the time being in force) (the "Act") as the Company may from time to time by a resolution of the members determine.

4. GENERAL OBJECTS AND POWERS

The objects of the Company are to engage in any act or activity that is not prohibited under any law for the time being in force in Belize including, but not limited to, the following:

- 4.1 to carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, scrip, bonds, notes, obligations, investments and securities and warrants or options in respect of any shares, stocks, debentures, debenture stock, scrip, bonds, notes, obligations, investments or securities;
- 4.2 to acquire such shares, stocks, debentures, debenture stocks, scrip, bonds, notes, obligations, investments or securities or warrants or options therein by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit;

- 4.3 to exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultancy services for or in relation to any company in which the Company is interested upon such terms as may be thought fit;
- 4.4 to acquire and hold either in the name of the Company or in that of any nominee and whether as principal or broker or agent any currency in any form in any part of the world and any commodity and to enter into any contract of purchase, sale or option to purchase or sell in respect of any such currency or commodity;
- 4.5 to offer for public subscription any shares or stocks in the capital of or debentures or debenture stock or other securities of or otherwise to establish or promote or concur in establishing or promoting, any company, society anonyme, association, undertaking or public or private body;
- 4.6 to carry on business as capitalists, financiers, concessionaires and merchants and to undertake and carry on and execute any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realization of, or render profitable, any of the Company's property or rights;
- 4.7 to carry on the business of a property investment and holding company and for that purpose to purchase, take on lease, or in exchange, or otherwise acquire, hold, undertake or direct the management of work, develop the resources of, and turn to account any estates, lands, buildings, tenements, and other real property and property of every description, whether of freehold, leasehold, or other tenure, and wheresoever situate, and any interests therein, rights and powers conferred by, or incident to, the ownership of any such property;
- 4.8 to sell, lease, let, mortgage, or otherwise dispose of, grant rights over or otherwise provide any such property of the Company without seeking rental or consideration for such disposal or provision, or otherwise upon such terms as the Company shall determine;
- 4.9 to acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal or movable or immovable and rights of any kind and the whole or any part of the undertaking assets and liabilities of any person and to act and carry on business as a holding company;

- 4.10 to acquire, trade and deal with, or hold stocks, shares, bonds, debentures, scrip, investments and securities of all kinds issued in any country in any part of the world;
- 4.11 to raise and borrow money by the issue of shares, stock, debentures, bonds, obligations, deposit notes and otherwise howsoever and to underwrite any such issue and without limiting the generality of the foregoing to secure or discharge any debt or obligation of or binding on the Company in any manner and in particular by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed raised or owing by mortgage, charge, or lien upon the whole or any part of the Company's property or assets (whether present or future);
- 4.12 to deposit the monies of the Company with any company or person and to advance and lend money upon such terms as may be arranged and with or without security and to guarantee the performance of any contract or obligation and the payment of money of or by any person or company, and generally to give guarantees and indemnities including guarantees and indemnities in respect of the liabilities of persons whether or not associated with the Company and whether or not the Company receives any consideration therefor and to secure any such guarantee or indemnity by the grant of charges, mortgages or liens on the whole or any part of the Company's property or assets present or future;
- 4.13 to apply for, purchase or by other means acquire and protect, prolong and renew any patents, patent rights, brevets d'invention, licences, trade marks, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company;
- 4.14 to acquire and undertake, on any terms and subject to any conditions, the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company;
- 4.15 to amalgamate with or enter into partnership or any joint purpose or profit-sharing arrangement with or to co-operate in any way with, or assist or subsidise any company, firm or person carrying on, or proposing to carry on, any business within the objects of the Company;
- 4.16 to purchase with a view to closing or reselling in whole or in part any business or properties which may seem or be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on, and to close, abandon and give up any works or businesses at any time acquired by the Company;

- 4.17 to act as directors or managers or to appoint directors or managers of any subsidiary company or of any other company in which this Company is or may be interested;
- 4.18 to make, draw, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in promissory notes, bills of exchange, cheques, bills of lading, shipping documents, dock and warehouse warrants and other instruments negotiable or transferable or otherwise;
- 4.19 to lend money with or without security and to subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons or companies;
- 4.20 to constitute any trusts with a view to the issue of preferred or deferred or any other special stocks or securities based on or representing any shares, stocks, or other assets specifically appropriated for the purposes of any such trusts, and to settle and regulate and, if thought fit, to undertake and execute any such trusts and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities;
- 4.21 to pay all preliminary expenses of the Company and any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company;
- 4.22 to enter into any arrangements with any Government or authority, imperial, supreme, municipal, local or otherwise, or company that seems conducive to the Company's objects or any of them and to obtain from any such Government, authority, or company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with others;
- 4.23 to vest any real or personal property, rights or interest, acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company;
- 4.24 to undertake and perform sub-contracts and to act through or by means of agents, brokers, sub-contractors or others;
- 4.25 to remunerate any person or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, stocks, debentures, bonds or other securities of the Company credited as paid up in full or in part or otherwise;

- 4.26 to procure the Company to be registered or recognised in any part of the world outside Belize;
- 4.27 to distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, stocks, debentures, bonds or other securities belonging to or at the disposal of the Company;
- 4.28 to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise;
- 4.29 to accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash, by instalments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired;
- 4.30 to have the power exercisable solely by resolution of the directors to vest the corpus or the income of any trust in itself and to do all such things as may be conducive to the attainment of such objects; and
- 4.31 to make such gifts of the Company's property as all members of the Company in general meeting shall decide including, without limiting the generality thereof, the power to vest all or any part of the Company's property, revocable or irrevocable, in the name of trustees for the benefit of such person or persons including the Company on such terms as all the members of the Company in general meeting shall decide.

The Company shall have all such powers as are permitted by law for the time being in force in Belize which are necessary or conducive to the conduct, promotion or attainment of the objects of the Company.

5. EXCLUSIONS

The Company shall not carry on any business or engage in any activity contrary to Section 5 of the Act.

6. SHARE CAPITAL


- 6.1 Shares in the Company shall be issued in the currency of The United States of America.
- 6.2 The authorised capital of the Company is fifty thousand dollars (US\$50,000) divided into fifty thousand (50,000) shares of one dollar (US\$1.00) par value.
- 6.3 The authorised share capital of the Company is made up of one class of share divided into fifty thousand (50,000) shares of one dollar (US\$1.00) par value with one (1) vote for each share.
- 6.4 The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series of shares that the Company is authorised to issue, including, but not limited to, the allocation of different rights as to voting, dividends, redemption or distribution on liquidation, shall be fixed by resolution of the directors of the Company unless such designations, powers, preferences, rights, qualifications, limitations and restrictions are fixed by this Memorandum of Association or the Articles of Association of the Company.
- 6.5 Registered or Bearer Shares:
 - 6.5.1 the Company may issue all or part of its authorised shares either as registered shares or as shares issued to bearer and the directors of the Company shall be empowered to determine by resolution of the directors which of such authorised shares shall be issued as registered shares and which as shares issued to bearer unless such determination is fixed by this Memorandum of Association or the Articles of Association of the Company;
 - 6.5.2 shares issued as registered shares may be exchanged for shares issued to bearer; shares issued to bearer may be exchanged for registered shares;
 - 6.5.3 notice to the holders of shares issued to bearer shall be sent by prepaid registered post addressed to the addressee to which the original bearer share certificates were dispatched and/or in the manner set out in the Articles of Association of the Company and compliance with the foregoing shall constitute proper service of any notice upon the bearer of such shares.
- 6.6 Registered shares in the Company may be transferred, subject to compliance with the requirements of the Act and of this Memorandum of Association and the Articles of Association of the Company.

7. **AMENDMENTS**

The Company may amend this Memorandum of Association by a resolution of its members or by resolution of its directors.

For the purpose of incorporating an International Business Company under the laws of Belize the person whose name and address appears below as the Subscriber hereby subscribes its name to this Memorandum of Association in the presence of the undersigned witness:

SIGNATURE OF WITNESS



Name: Taejda Glori

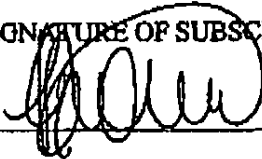
Address: No. 15 A Street

Belize City

Belize

Date: January 1, 2014

SIGNATURE OF SUBSCRIBER



Name: Erienne Romero
Authorised Signatory
MF Belize Subscriber Ltd.

Address: #25 Mason Complex

Stoney Ground, P.O.Box 193

The Valley, British Anguilla

Date: January 1, 2014