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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/09/00-01046-012
*****78.75 *****78.75

SUBJECT: ANICO USA Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: DAYS Holding, Inc
Name (Printed or typed)

16300 NE 19th Ave, #104
Address

North Miami Bch, FL 33162
City, State & Zip

305-944-0014
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV -9 AM 8:41

FILED

NOTE: Please provide the original and one copy of the articles.

T. Burch NOV 14 2000

ARTICLES OF INCORPORATION

FILED

OF

00 NOV -9 AM 8:41

ANICO USA CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I
NAME

The name of the Corporation is **ANICO USA CORPORATION** (hereinafter, "Corporation").

ARTICLE II
PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States, the State of Florida and any other state or territory.

ARTICLE III
PRINCIPAL OFFICE

The address of the principal office of this Corporation is : 16300 NE 19th Ave., Suite 104-L, North Miami Bch., FL 33162 and the mailing address is : P.O. Box 81552, Hallandale, FL 33008.

ARTICLE IV
INCORPORATOR

The name and street address of the Incorporator of this Corporation is:
DAYS Holding, Inc.
Serguei Khliustov
16300 NE 19th Ave., Suite 104, North Miami Bch., FL 33162



ARTICLE V
OFFICERS

The officers of the Corporation shall be:

- President: NIKOLA ARVAY
Vice President: ANNA VASILIKOVA
Secretary: NIKOLA ARVAY
Treasurer: NIKOLA ARVAY

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI
DIRECTOR(S)

The Director(s) of the Corporation shall be:

- ANNA VASILIKOVA
NIKOLA ARVAY

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII
CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000.00)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting right on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.



7.3. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



ARTICLE X
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI
REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is DAYS Holding, Inc, located at 16300 NE 19th Ave., Suite 104, N Miami Bch., FL 33162. The name and address of the registered agent of this Corporation is DAYS Holding, Inc, located at 16300 NE 19th Ave., Suite 104, N Miami Bch., FL 33162

ARTICLE XIII
BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV
EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.



**ARTICLE XV
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____

Moskwin

Serguei Khluistov, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

DAYS Holding, Inc, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Yulia Lugovtsova

Yulia Lugovtsova, Vice President of DAYS Holding, Inc

