

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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HSD USA, Inc.

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☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☒ Cert. Copy

☐ Photo Copy

☒ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

APPROVED
AND
FILED

01 MAR 21 PM 1:50

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 MAR 21 AM 10:11

NOT INTENDED
TO ACKNOWLEDGE
EFFICIENCY OF FILING

Signature

Requested by:

Name

Walk-In

Date

Will Pick Up

Time

ARTICLES OF INCORPORATION
OF
HSD USA, INC.

APPROVED
AND
FILED
01 MAR 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of HSD USA, Inc. are as follows:

I.

The name of the corporation is HSD USA, INC.

II.

The corporation is organized pursuant to the provisions of the Florida Laws.

III.

The corporation shall have perpetual duration.

IV.

The purpose of the corporation is pecuniary gain and profit, and the general nature of the business or businesses to be transacted shall be as follows:

(a) To engage in the business of, and to do all such other acts not specifically prohibited to corporations for profit under the laws of the State of Florida.

(b) To acquire by purchase or lease or otherwise, lands and interest in lands; to own, hold, improve, develop and manage any real estate so acquired; to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures with their appurtenances; to rebuild, alter or improve any buildings or other structures one or hereafter erected on any lands so owned, held or occupied; to mortgage, sell, lease or otherwise dispose of any lands or interests in land and in buildings or other structures at any time owned or held by the corporation; and

(c) To manufacture, process, receive or in any manner develop, use, rent, service, improve, operate, lease, import, export, sell, convey, mortgage, pledge, exchange or generally trade and deal in and with as principal, agent, factor, broker or otherwise, goods, wares, merchandise, real estate, processes, services, claims, rights and any and all personal and real property whatsoever, tangible or intangible, or any interest therein without limit as to amount or kind; to conduct or participate or engage in any mercantile, trading, industrial, service, real estate or other business or activity, foreign or domestic, as may lawfully be conducted or participated or engaged in by a corporation organized for profit under the laws of the State of Florida, and for the accomplishment thereof to buy or otherwise acquire, hold, sell or otherwise in any manner dispose of, deal and trade in, as principal, agent, factor or broker or otherwise, goods, wares, merchandise, real estate, processes, services, claims, rights and any and all personal and real property whatsoever, tangible or intangible, or any interest therein without limit as to amount or kind and description at wholesale or retail and on commission or otherwise; to make and enter into all and every manner and kind of contracts, agreements and obligations by or with any person or persons, corporation or corporations located within the United States or abroad, and to perform any and all acts proper and necessary for the purposes of the business; and

(d) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the furtherance of any of the powers herein set forth and to do every

other act and thing incidental thereto or connected therewith, provided the same not be forbidden by the laws of the State of Delaware; and

(e) To exercise and enjoy all other powers, rights and privileges granted to corporations formed under the Delaware Business Corporation Code and all powers conferred upon such corporations by the laws of the State of Florida, as in force from time to time, or which may be conferred by all acts heretofore or hereafter amendatory of or supplemental to said laws.

V.

The corporation shall be authorized to issue One Million (1,000,000.00) shares of One Cent (0.001) par value common stock.

VI.

The holders of the 1 cent par value common stock of the Corporation shall have pre-emptive rights with respect to the authorized and unissued shares of such stock.

VII.

The initial registered office of the corporation shall be : 150, West Flager Street, Museum Tower, Miami, Florida, 33130

VIII.

The initial registered agent at such address shall be: Joseph Ganguzza, Esq.
150, West Flager Street, Museum Tower, Miami, Florida, 33130

IX.

The initial Board of Directors shall consist of three (3) members whose names are:

1. Mr. Ronald A. M. Wijtenburg
2. Mr. Claudio Granuzzo
3. Mr. Tito Mazzetta

X.

The corporation may, upon adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

XI.

The Board of Directors of the Corporation may, from time to time, in its discretion and without approval by or authorization from the shareholders of the Corporation, distribute to the shareholders, out of the capital surplus of the Corporation, a portion of assets.

XII.

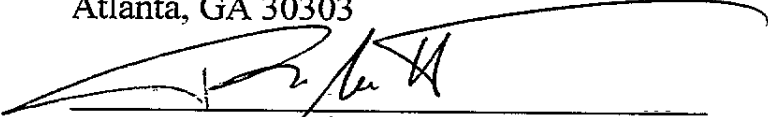
The name and address of the Incorporator of the corporation is:

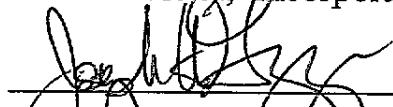
Tito Mazzetta, Esquire
233 Peachtree Street, N.E.
Harris Tower Suite 2308
Atlanta, GA 30303

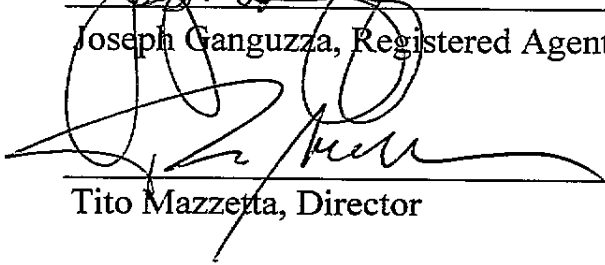
XIII.

The initial mailing address of the principal office of the Corporation is:

233 Peachtree Street, N.E.
Suite 2308 Harris Tower
Atlanta, GA 30303



Tito Mazzetta, Incorporator

Joseph Ganguzza, Registered Agent

Tito Mazzetta, Director

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: HSD USA, Inc.

2. The name and street address of the registered agent and office is: Joseph H. Ganguzza Hyman & Kaplan, P.A.

150 W. Flagler St. 27th Floor, Miami, Fl. 33130

APPROVED
AND
FILED

01 MAR 21 PM 1:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

