

**Electronic Articles of Incorporation
For**

P04000160108
FILED
November 29, 2004
Sec. Of State
nculligan

BAY HEIGHTS FINANCE USA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BAY HEIGHTS FINANCE USA, INC.

Article II

The principal place of business address:

391 E. FLAGLER STREET
UNIT 46-08
MIAMI, FL. 33131

The mailing address of the corporation is:

C/O MARCELL FELIPE 1401 BRICKELL AVE.
SUITE 500
MIAMI, FL. US 33131

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

MARCELL FELIPE
1401 BRICKELL AVE
SUITE 500
MIAMI, FL. 33131

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MARCELL FELIPE

Article VI

The name and address of the incorporator is:

MARCELL FELIPE
1401 BRICKELL AVENUE
SUITE 500
MIAMI, FL 33131

Incorporator Signature: MARCELL FELIPE

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PST
PAOLO LONGO
391 E. FLAGLER STREET, UNIT 46-08
MIAMI, FL. 33131 US

Article VIII

The effective date for this corporation shall be:

11/23/2004