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05 JUN 23 PM 2:05  
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TALLAHASSEE FLORIDA

**TRANSMITTAL LETTER**

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

SUBJECT: BBD-USA, INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: BBD-USA, INC  
Name (Printed or typed)

2444 SW 16 St.  
Address

MIAMI FL 33145  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

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

# **CERTIFICATE OF INCORPORATION**

OF

BBD- USA, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

## **ARTICLE I**

NAME

The name of this corporation is

BBD-USA, INC.

## **ARTICLE II**

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

## **ARTICLE III**

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a nominal or par value of ONE AND 00/100 (\$1.00) Dollars per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be fixed by the Board of Directors.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**

**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is ONE THOUSAND and 00/100.00 (\$1,000.00) DOLLARS.

**ARTICLE V**

**ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is:

2444 SW 16 ST, MIAMI, FL 33145

**ARTICLE VI**

**DIRECTORS**

This corporation shall have not less than one (1) Director, however, the number of directors may be increased or diminished from time to time, by By-laws adopted by the Stockholders, but shall never be less than one.

**ARTICLE VII**

**INITIAL DIRECTORS.**

NAME	TITLE	ADDRESS
MARCELINO	PRESIDENT	2444 SW 16 ST
CASASNOVAS, JR		MIAMI, FL 33145
XENIA ARXER	VICE-PRES	2444 SW 16 ST
		MIAMI, FL 33145

**ARTICLE VIII**

**SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are:

NAME	ADDRESS	SHARES	CONSIDERATION
MARCELINO	2444 SW 16 ST	500	\$500.00
CASASNOVAS JR.	MIAMI, FL 33145		
XENIA ARXER	2444 SW 16 ST	500	\$500.00
	MIAMI, FL 33145		

**ARTICLE IX**

**AMENDMENT**

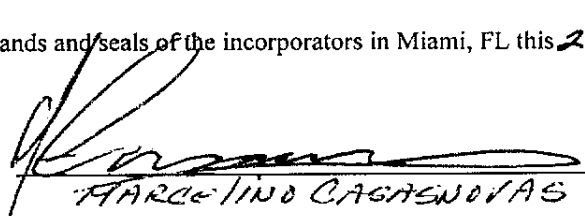
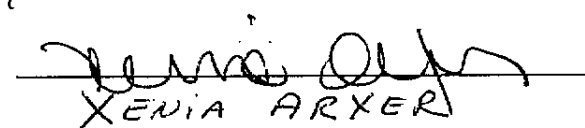
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by two thirds of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE X**

**REGISTERED OFFICE AND REGISTERED AGENT**

That BBD-USA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami, hereby designates MARCELINO CASASNOVAS JR., whose office address is identical to that of the Registered Office, as its Registered Agent.

WITNESS the hands and seals of the incorporators in Miami, FL this 21<sup>st</sup>,  
day of June, 2005.

  
MARCELINO CASASNOVAS  
  
XENIA ARXER

**STATE OF FLORIDA**

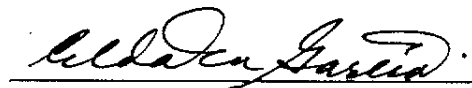
**COUNTY OF DADE**

PERSONALLY appeared before me and presented as identification: \_\_\_\_\_  
the following person(s) MARCELINO CASASNOVAS JR. and XENIA ARXER, to me well known to be the  
subscribers to the foregoing Articles of Incorporation of:

BBD-USA, INC.

and after being by me duly sworn, acknowledged that they signed the same and for the purposes therein  
expressed.

WITNESS my name and seal at Miami, FL this 21<sup>st</sup> day of June, 2005.



NOTARY PUBLIC STATE OF FLORIDA



Elida M. Garcia  
My Commission DD226627  
Expires September 08, 2007

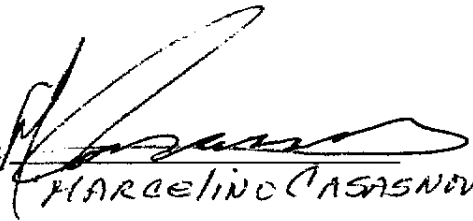
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with section 48.091 Florida Statutes, the following is submitted:

FIRST: BBD-USA, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the city of MIAMI, and with its initial registered office at 2444 SW16th ST, has named: MARCELINO CASASNOVAS JR., located at the same address as its Registered Agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to keeping open said office.

BY:

  
MARCELINO CASASNOVAS

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05 JUN 23 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA