

**Electronic Articles of Incorporation
For**

P06000025507
FILED
February 21, 2006
Sec. Of State
thampton

TD USA CORPORATION

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:

TD USA CORPORATION

Article II

The principal place of business address:

1756 NORTH BAYSHORE DRIVE
28D
MIAMI, FL. 33132

The mailing address of the corporation is:

1756 NORTH BAYSHORE DRIVE
28D
MIAMI, FL. 33132

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:

100

Article V

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

CARLOS J TILLY
1756 NORTH BAYSHORE DRIVE
28D
MIAMI, FL. 33132

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

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Registered Agent Signature: CARLOS J. TILLY

Article VI

The name and address of the incorporator is:

CARLOS J. TILLY
1756 NORTH BAYSHORE DRIVE
28D
MIAMI, FL 33132

Incorporator Signature: CARLOS J. TILLY

Article VII

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

Title: D
CARLOS TILLY
1756 NORTH BAYSHORE DRIVE 28D
MIAMI, FL. 33132

Article VIII

The effective date for this corporation shall be:

02/20/2006