

**Electronic Articles of Incorporation
For**

P09000070634
FILED
August 21, 2009
Sec. Of State
jshivers

SMARTBRANDS USA CORP

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:

SMARTBRANDS USA CORP

Article II

The principal place of business address:

17501 BISCAYNE BLVD
440
AVENTURA, FL. 33160

The mailing address of the corporation is:

18445 NE 30 PL
AVENTURA, FL. 33160

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:

MARIANO J DIAZ
17501 BISCAYNE BLVD
440
AVENTURA, FL. 33160

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

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Registered Agent Signature: MARIANO J. DIAZ

Article VI

The name and address of the incorporator is:

MARIANO J. DIAZ
17501 BISCAYNE BLVD
440
AVENTURA, FL 33160

Incorporator Signature: MARIANO J. DIAZ

Article VII

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

Title: P
MARIANO J DIAZ
17501 BISCAYNE BLVD
AVENTURA, FL. 33160