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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**AYA USA INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
AYA USA INC.

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TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: AYA USA INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is:  
1530 Stillwater Dr.  
Miami Beach Fl. 33141

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is: Thibault Villeneuve

Which is also known as the registered office.

Thibault Villeneuve  
1530 Stillwater Dr  
Miami Beach Fl 33141

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#### ARTICLE VII. DIRECTORS

The Corporation shall have One director, initially. The number of director may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than one. The name and address of the initial director is:

Thibault Villeneuve  
1530 Stillwater Dr.  
Miami Beach FL 33141

#### ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State Accepting and filing these Articles of Incorporation.

#### ARTICLE IX. PREEMTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof ( as nearly as may be done without issuance of fractional shares ) at the price at which it is offered to others.

#### ARTICLE X. INCORPORATORS

The name and address of the person signing these Articles is:

Thibault Villeneuve  
1530 Stillwater Dr.  
Miami Beach FL 33141

#### ARTICLE XI. 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 Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of theses Articles of Incorporation be made.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22ND Day of SEPTEMBER, 2009.

STATE OF FLORIDA )  
: SS  
COUNTY OF BROWARD)

  
\_\_\_\_\_  
INCORPORATOR  
THIBAUT VILLENEUVE

In hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared:

THIBAUT VILLENEUVE

known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 22ND Day of SEPTEMBER, 2009.

My Commission Expires:



NOTARY PUBLIC-STATE OF FLORIDA  
Denis Gauthier  
Commission # DD887500  
Expires: JUNE 24, 2013  
BONDED TRU ATLANTIC BONDING CO., INC.

I THIBAUT VILLENEUVE, by execution hereof, accept the designation as registered agent of this Corporation.

  
\_\_\_\_\_  
THIBAUT VILLENEUVE