

**Electronic Articles of Incorporation
For**

P09000088398
FILED
October 26, 2009
Sec. Of State
tburch

MERLUTH INVESTMENTS 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:

MERLUTH INVESTMENTS USA CORP.

Article II

The principal place of business address:

9100 S DADELAND BLVD.
STE 912
MIAMI, FL. 33156

The mailing address of the corporation is:

9100 S DADELAND BLVD.
STE 912
MIAMI, FL. 33156

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 SHARES @ \$1 PAR VALUE

Article V

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

AURELIO A PIEDRA
9100 S DADELAND BLVD
STE 912
MIAMI, FL. 33156

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

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Registered Agent Signature: AURELIO A. PIEDRA

Article VI

The name and address of the incorporator is:

AURELIO A PIEDRA
9100 S DADELAND BLVD.
STE 912
MIAMI, FLORIDA 33156

Incorporator Signature: AURELIO A. PIEDRA

Article VII

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

Title: P,VP
AURELIO A PIEDRA
9100 S DADELAND BLVD STE 912
MIAMI, FL. 33156

Title: SEC
AURELIO A PIEDRA
9100 S DADELAND BLVD STE 912
MIAMI, FL. 33156

Title: TREA
AURELIO A PIEDRA
9100 S DADELAND BLVD STE 912
MIAMI, FL. 33156

Article VIII

The effective date for this corporation shall be:

10/26/2009