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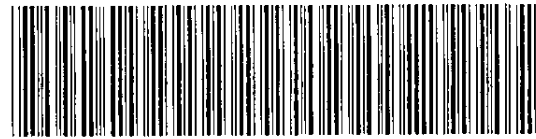
(Business Entity Name)

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RECEIVED
10 DEC -2 AM 11:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

10 DEC -2 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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LAZARUS

CORPORATE FILING SERVICE

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MIAMI, FL 33165 (305) 552-5973

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. S & A HOLDINGS USA, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

FROM

(WED) DEC 1 2010 12:53/ST. 12:52/No. 6813966216 P 1

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10 DEC -2 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
S & A HOLDINGS USA, INC.**

ARTICLE I

NAME

The name of this corporation is:

S & A Holdings USA, Inc.

ARTICLE II

DURATION

This corporation is to exist perpetually. It shall commence its existence upon the filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

This corporation is authorized to issue one hundred (100) shares at five dollars (\$5.00) dollars par value.

Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by action communicate to the Board, in writing, their decision to determine the consideration or issuance of non issue or sale of Treasury shares. This action by the stockholders will not affect the prior action by the Board.

The consideration for the issuance of shares or for disposal of Treasury shares may be paid, in hole or part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non assessable.

ARTICLE V

PREMPTIVE RIGHTS

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

ARTICLE VI

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is:

5168 SW 183rd Avenue
Miramar, FL 33029

and the name of the initial Registered Agent of this corporation is:

Silvia Aymar Barbosa

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one(1) Director(s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Silvia Aymar Barbosa	President/ Secretary	5168 SW 183 rd Avenue Miramar, FL 33029

ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of this corporation, and any person who serves at the request corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being Director or Officer to the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or to reimburse for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the forgoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

Contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken ; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board if Director of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with the like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

ARTICLE X

REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed with or without cause, by a vote of the holders of the majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI

INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are:

NAME

ADDRESS

Silvia Aymar Barbosa

5168 SW 183rd Avenue
Miramar, FL 33029

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new by-laws may be adopted by shareholders, and the shareholders may prescribe in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII

POWERS

This corporation shall have all powers necessary or convenient to affect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV

AMMENDMENT

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 at the stockholder meeting by a majority of the stocks entitled to vote thereon.

THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 24TH DAY OF NOVEMBER 2010.


Silvia Aymar Barbosa

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WHITING THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuant of chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That: " S & A Holdings **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 Miramar, County of Broward, state of Florida, has named Silvia Aymar Barbosa, located at 5168 SW 183rd Avenue, Miramar, County of Broward, state of Florida, as its agent, to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept services of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with this provision of said Act, relative of keeping open said office.


Silvia Aymar Barbosa
Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC -2 AM 10:12

APPROVED
AND
FILED