

Division of Corporations

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Florida Department of State
Division of Corporations
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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
BEST DAY USA, INC.

Certificate of Status	0
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Corporate Filing Menu

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Transmittal Cover Sheet

From:	Tel:	E-Mail:	
Debra Palmisano	305.789.5357	palmisanod@gtlaw.com	
To:	Fax No:	Company:	Phone No.:
Florida Department of State	18506176381	Division of Corporations	

File No.: 130526.010100

Re: Best Day USA, Inc.

Date: 2/04/11 10:48 AM

No. Pages: Including Cover Sheet

If you do not receive all pages properly, please call the sender.

Notes: Attached is the articles of incorporation for the above entity. Please send certified copy when available. Many thanks!

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the address below via the U.S. Postal Service. We will reimburse you for your postage. Thank you.

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ARTICLES OF INCORPORATION
OF
BEST DAY USA, INC.

ARTICLE I

The name of this corporation is Best Day USA, Inc. (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Miami, Florida 33131, Attention: Ozzie A. Schindler, Esq.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	Common

ARTICLE V

The street address of the Corporation's initial registered office is, 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified. The initial Director of the Corporation is Julian Balbuena Alonso.

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ARTICLE VII

The Officers of the Corporation shall consist of the following, who will serve as the Corporation's officers until successors are duly elected and qualified:

Chief Executive Officer: Fernando Garcia Zalvidea
President: Julian Balbuena Alonso
Treasurer: Francisco Garcia Zalvidea
Secretary: Laura Jose Alonzo Escalante

ARTICLE VIII


A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE IX

The name of the Incorporator is Debra Palmisano, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 4th day of February, 2011.


Debra Palmisano, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Best Day USA, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT CORPORATION SYSTEM

By: Madonna Cuddihy
Name: _____
Title: _____

Madonna Cuddihy
Special Assistant Secretary

Dated: February 4, 2011

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