

**Electronic Articles of Incorporation
For**

P11000042464
FILED
May 03, 2011
Sec. Of State
tburch

BEN COHEN USA, INC.

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:

BEN COHEN USA, INC.

Article II

The principal place of business address:

75 - 5TH STREET NW
SUITE 800
ATLANTA, GA. 30308

The mailing address of the corporation is:

75 - 5TH STREET NW
SUITE 800
ATLANTA, GA. 30308

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:

RICHARD T PETITT
4830 W. KENNEDY BLVD.
SUITE 800
TAMPA, FL. 33629

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

Registered Agent Signature: RICHARD T. PETITT

Article VI

The name and address of the incorporator is:

RICHARD T. PETITT
4830 W. KENNEDY BLVD.
SUITE 800
TAMPA, FLORIDA 33609

Electronic Signature of Incorporator: RICHARD T. PETITT

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: P, D
PATRICK T DAVIS
75 - 5TH STREET NW, SUITE 800
ATLANTA, GA. 30308

Title: D
BEN COHEN
GROVE BARN, NORTHAMPTON ROAD, WEST HADDON
NORTHAMPTON, XX. NN6 7AS UK

Title: D
GEOFF CORNELL
30 FIFTH STREET, SUITE 905
ATLANTA, GA. 30308

Title: D
JILL TIPPING
29 ST. ANDREWS GARDENS, SHEPHERDSWELL
KENT, XX. CT15 7LP UK

Title: D
RICHARD T PETITT
4830 W. KENNEDY BLVD., SUITE 475
TAMPA, FL. 33609

Article VIII

The effective date for this corporation shall be:

05/03/2011