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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
11/18

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: USA Brands, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: James Gagel
Name (Printed or typed)
2030 S. Douglas Rd. Suite 109
Address
Coral Gables, Florida 33134
City, State & Zip
(305) 444-7775
Daytime Telephone number
igagel@igagel.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

of

USA Brands, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

Name and Duration

The name of the Corporation is USA Brands, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 6824 NW 77th CT Miami FL 33160.

ARTICLE III

Corporate Purposes, Powers and Rights

In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act of the Florida Statutes.

ARTICLE IV

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE V

Board of Directors

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

Title: Director/President/Secretary: Franco Desiderio, 6824 NW 77th CT Miami FL 33160.

Title: Vice-President: Harry Barzilay, 3000 NE 190 Street Unit # 214 Aventura FL 33180

2. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE IX

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the Shareholders of the Corporation is in effect, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

ARTICLE X

Registered Agent

The name and mailing address of the Registered Agent of this Corporation is:

Name

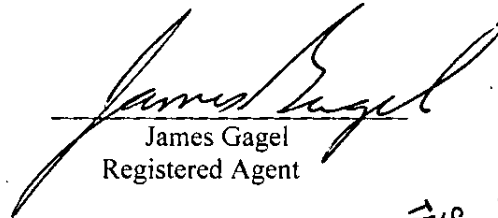
James Gagel

Address

2030 S. Douglas Rd., Suite 109
Coral Gables, FL 33134

Acknowledgment of Registered Agent:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states that he is familiar with §607.0501, Florida Statutes.


James Gagel
Registered Agent

ARTICLE XI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

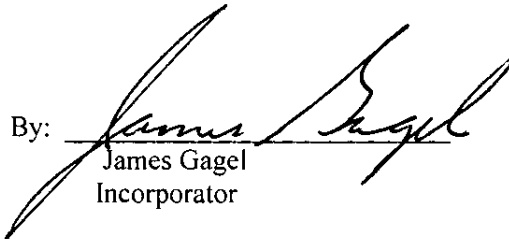
Address

James Gagel

2030 S. Douglas Rd., Suite 109
Coral Gables, FL 33134

I submit this document and affirm that the facts stated herein are true. I am aware that the 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. Required Signature/Incorporator Date

DATED at Miami, Dade County, Florida, this 15th day of November, 2011.

By: 
James Gagel
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA