

P/2000033579

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000090679 3)))



H120000906793ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
B-TOKEN U.S.A., INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

K 04/09/12

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
12 APR -6 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
12 APR -6 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H12000090679 3

ARTICLES OF INCORPORATION

of

B-TOKEN U.S.A., INC.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Florida, does hereby set forth as follows:

ARTICLE I: NAME

The name of the corporation is:

B-TOKEN U.S.A., INC.

ARTICLE II: PRINCIPAL OFFICE

The principal street address of the corporation is:

1111 Lincoln Road, Suite 400
Miami Beach, FL 33139

ARTICLE III: PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

ARTICLE IV: SHARES

The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Common	1,000	No Par

ARTICLE V: REGISTERED AGENT

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

NameAddress

United Corporate Services, Inc.

9200 South Dadeland Boulevard
Suite 508
Miami, FL 33156

FILED
12 APR -6 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H12000090679 3

H12000090679 3

FILED
12 APR -6 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VI: INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
David N. Milner, Esq.	Gallet Dreyer & Berkey, LLP 845 Third Avenue, 5 th Floor New York, New York 10022

ARTICLE VII: LIABILITY OF DIRECTORS

No director shall be liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provision to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by law. The corporation shall indemnify to the fullest extent permitted by law.

SIGNATURE OF REGISTERED AGENT

Having been named a registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Registered Agent4/6/12

Date**SIGNATURE OF INCORPORATOR**

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 Section 817.155, F.S.



David N. Milner, Esq.
IncorporatorApril 5, 2012

Date

H12000090679 3