

**Electronic Articles of Incorporation
For**

P12000063636
FILED
July 20, 2012
Sec. Of State
jshivers

ALLIANCE CAPITAL USA, CORP.

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:

ALLIANCE CAPITAL USA, CORP.

Article II

The principal place of business address:

1900 N. BAYSHORE DRIVE
SUITE 902
MIAMI, FL. 33132

The mailing address of the corporation is:

1900 N. BAYSHORE DRIVE
SUITE 902
MIAMI, FL. 33132

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:

10000

Article V

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

FREDERIC BARTHE PA
1 E. BROWARD BLVD.
SUITE 700
FORT LAUDERDALE, FL. 33301

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

Registered Agent Signature: FREDERIC M. BARTHE, ESQ.

Article VI

The name and address of the incorporator is:

FREDERIC BARTHE, PA
1 E. BROWARD BLVD.,
SUITE 700
FORT LAUDERDALE, FL 33301

Electronic Signature of Incorporator: FREDERIC M. BARTHE, ESQ.

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: DP
PATRICK BAZINET
1900 N. BAYSHORE DR. #902
MIAMI, FL. 33132

Title: DVPS
THIERRY RIAHI
1900 N. BAYSHORE DR. #902
MIAMI, FL. 33132

Article VIII

The effective date for this corporation shall be:

07/19/2012