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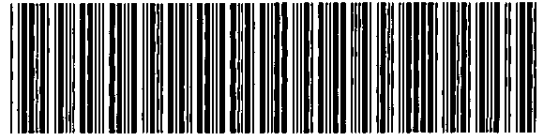
(Business Entity Name)

(Document Number)

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12 OCT 31 AM 7:58

11/1/12

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TRADESA USA CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☒ Pick up time 2:00    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

### NEW FILINGS

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

### OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

12 OCT 31 AM 7:58

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Examiner's Initials

12 OCT 31 AM 7:58

**ARTICLES OF INCORPORATION  
OF  
TRADESA USA, CORP.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is TRADESA USA, CORP.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall have a perpetual existence. The beginning of Corporate existence shall be the Date of the Filing.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value. The Corporation is authorized to have one class of stock designated as common stock. All the Common Stock, when issued, shall be fully paid and exempt from assessment.

## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS**

The Corporation shall have two(2) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws, but shall never be less than one (1).

The name and address of the initial Directors are:

#### **NAME**

#### **ADDRESS**

Claudio Nestor Sapla

628 Fleet St., Suite #1603  
Toronto, Ontario M5V 1A8, Canada

Susana Graciela Rizzi De Sapla

628 Fleet St., Suite #1603  
Toronto, Ontario M5V 1A8, Canada

## **ARTICLE VI**

### **OFFICERS**

The name of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President/Treasurer

Claudio Nestor Sapla

Vice-President/Secretary

Susana Graciela Rizzi De Sapla

## **ARTICLE VII**

### **REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered office of the Corporation is MARIA V ROS, 220 MIRACLE MILE, SUITE 206, CORAL GABLES, FLORIDA 33134.

## **ARTICLE IX**

### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is 220 MIRACLE MILE, SUITE 206, CORAL GABLES, FLORIDA 33134.

## **ARTICLE X**

### **LAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the By-Laws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-Laws.

## **ARTICLE XI**

### **PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

All shares of stock are freely assignable, but no owner shall sell to one who is not a stockholder without first offering the stock for sale to the other stockholders at a price set by appraisers. If remaining stockholders don't elect to buy their shares, all outstanding shares should be sold to outsiders.

## **ARTICLE XII**

### **INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in accordance with the provisions of the Florida General Corporation act.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is CLAUDIO NESTOR SAPIA, 628 Fleet St. Suite #1603, Toronto, Ontario M5V 1A8, Canada.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19<sup>th</sup> day of October, 2012.

\_\_\_\_\_  
CLAUDIO NESTOR SAPIA

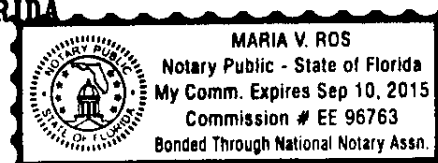
State of Florida )

County of Miami Dade )

The foregoing instrument was acknowledged before me this 29 day of October, 2012 by CLAUDIO NESTOR SAPIA who is personally known to me or who has produced PASSPORT as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of TRADESA USA, CORP. and acknowledged before me that she executed those Articles of Incorporation.

\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



**CERTIFICATE OF REGISTERED AGENT  
OF  
TRADESA USA, CORP.**

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That TRADESA USA, CORP., desiring to organize under the laws of the State of Florida with its principal office at 220 Miracle Mile, Suite 206, Coral Gables, Florida 33134 has named Maria V. Ros at 220 Miracle Mile, Ste 206, Coral Gables,, Florida 33134, County of Miami Dade, State of Florida, agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, MARIA V. ROS accepts to act in this capacity. MARIA V. ROS further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505(1995).

Dated this 29 day of October 2012

By: 

MARIA V. ROS

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