

**P12000098140**

## Florida Department of State

Division of Corporations  
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Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BP FIFTH AVENUE, CORP.**

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November 28, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BP FIFTH AVENUE, CORP.  
REF: W12000059326

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H12000278670  
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P.O BOX 6327 - Tallahassee, Florida 32314

November 29, 2012

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BP FIFTH AVENUE, CORP.  
REF: W12000059525

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name of the entity must be identical throughout the document.

Please accept our apology for failing to mention this in our previous letter.

The Number of authorized Shares of Stock should be listed under it's own Article Number.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang  
Regulatory Specialist II

FAX Aud. #: H12000278670  
Letter Number: 212A00028414

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**ARTICLES OF INCORPORATION  
OF  
BP FIFTH AVENUE, CORP.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under Chapter 607 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF CORPORATION:** The name of the corporation is **BP FIFTH AVENUE, Corp.**, a Florida Corporation.

**Article II**

**50,000 Shares one dollar par value.**

**ARTICLE III**

**PRINCIPAL OFFICE:** The principal office of the corporation is located at 19950 West Country Club Dr, Ste 903, Aventura, Florida 33180.

**ARTICLE IV**

**MAILING ADDRESS:** The mailing address of the corporation is 19950 West Country Club Dr, Ste 903, Aventura, Florida 33180.

**ARTICLE V**

**REGISTERED AGENT:** The name of the registered agent of the corporation is Yanina Miculitzki, Esq. The address of the registered agent is: 20801 Biscayne Blvd. ste 306, Aventura, Florida 33180.

**ARTICLE VI**

**DURATION:** The period of duration is perpetual.

**ARTICLE VII**

**BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the Bylaws, and subject to the rules of the Florida Bar. The initial members of the Board of Directors and officers of the corporation shall be as follows:

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Mariano Kerner  
Director

  
Ezequiel Beredes  
Director

## ARTICLE VIII

### CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively for any lawful purpose allowed under Florida Law.

### EXECUTION

These Articles of Incorporation are hereby executed by the President on this 26 day of November, 2012

  
Yanina Miculitzki  
Incorporator

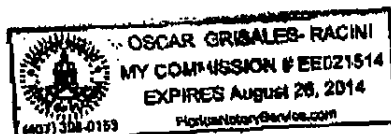
Address: 20801 Biscayne Blvd, Ste 306, Aventura, Florida, 33180

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MARIANO KARNER AND EZEQUIEL BAREDES, as Directors of the Corporation, who are either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of November, 2012.

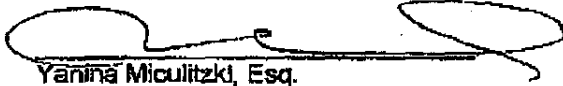
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:



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**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for **BP FIFTH  
AVENUE, CORP.**, a Florida corporation.

  
Yanina Miculitzki, Esq.

Date: November 26, 2012

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