

**Electronic Articles of Incorporation
For**

P13000100958
FILED
December 20, 2013
Sec. Of State
msolomon

GIRAFFAS USA HOLDING, INC.

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:

GIRAFFAS USA HOLDING, INC.

Article II

The principal place of business address:

1444 BISCAYNE BLVD
SUITE 216
MIAMI, FL. 33132

The mailing address of the corporation is:

1444 BISCAYNE BLVD
SUITE 216
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:

1000

Article V

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

ZAYAS MORILLAS LLC
6303 BLUE LAGOON DRIVE
SUITE 400
MIAMI, FL. 33126

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

Registered Agent Signature: JULIO MORILLAS

Article VI

The name and address of the incorporator is:

QUINN SMITH
175 SW 7TH STREET
SUITE 2110
MIAMI, FL 33130

Electronic Signature of Incorporator: QUINN SMITH

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: CEO
JOAO BARBOSA
1444 BISCAYNE BLVD
MIAMI, FL. 33132

Article VIII

The effective date for this corporation shall be:

12/20/2013