

PK4000028974

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

PER AD. 2/17

Office Use Only



200258161562

03/31/14--01042--011 **113.75

FILED
14 MAR 31 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/11



Avila Rodríguez Hernández
Mena & Ferri LLP

Ana M. Sanz, Paralegal
Direct: (786) 594 4102
Email: asanz@arhmf.com

VIA FEDERAL EXPRESS

March 28, 2014

Florida Department of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

RE: ***Certificate of Conversion and Articles of Incorporation***
DISASHOP USA, INC. (the "Company")

Dear Sir/Madam:

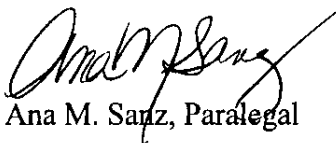
Enclosed please find Certificate of Conversion and Articles of Incorporation to be filed for the subject Company. Please provide our office with a Certified Copy of the filed documents.

Also enclosed is our check No. 12626 in the sum of \$113.75 representing the filing fees and certified copy fees. Kindly forward the certified copies to my attention in the enclosed Federal Express envelope.

Should you have any questions, please do not hesitate to contact me.

Yours very truly,

**AVILA RODRIGUEZ HERNANDEZ
MENA & FERRI LLP**



Ana M. Sanz, Paralegal

/ams
Enclosures

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
14 MAR 31 PM 4:34
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

DISASHOP USA, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a **CORPORATION**
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of **DELAWARE**
(Enter state, or if a non-U.S. entity, the name of the country)

on **MAY 18, 2011**

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

DISASHOP USA, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 27th day of March, 2014.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____

Printed Name: Jose Otero Title: Director

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____

Printed Name: Jose Otero Title: Director

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

FILED
14 MAR 31 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DISASHOP USA, INC.

The undersigned, acting as incorporator of DISASHOP USA, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation.

FILED
14 MAR 31 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is:

DISASHOP USA, INC.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

175 SW 7 Street, Suite 1522
Miami, FL 33130

The mailing address of the corporation shall be:

175 SW 7 Street, Suite 1522
Miami, FL 33130

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

FAX AUDIT NO.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

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

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Alcides I. Avila
2525 Ponce De Leon Blvd., Suite 1225
Coral Gables, FL 33134

FILED
14 MAR 31 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

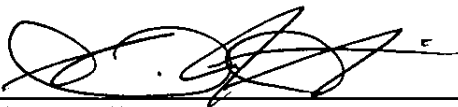
The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. DIRECTORS

The name and address of the initial Director(s) are:

Jose Otero
175 SW 7 Street, Suite 1522
Miami, FL 33130

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of March 27, 2014.



Alcides I. Avila, Incorporator

FAX AUDIT NO.

FAX AUDIT NO.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

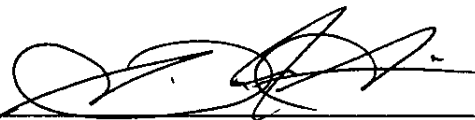
That DISASHOP USA, INC., Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation at 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, State of Florida, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Signed and dated this March 27, 2014.

Interamerican Corporate Services LLC

By: 
Alcides I. Avila, Manager

FAX AUDIT NO.