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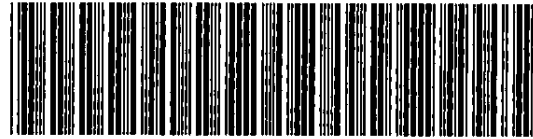
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECOND CLERK OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Shatura USA, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Pavel Zverev

Name (Printed or typed)

16 Harbour St. #5201

Address

Toronto, Ontario, Canada M5J2Z7

City, State & Zip

(860) 830-5665

Daytime Telephone number

pavelzverev@me.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



ARTICLES OF INCORPORATION
OF
SHATURA USA, Inc.
A FLORIDA CORPORATION

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Pavel Zverev, hereby certifies that:

ONE: He is the incorporator for Shatura USA, Inc., a Florida corporation (the "Corporation").

TWO: The Articles of Incorporation of this Corporation are as follows:

ARTICLE I

The name of this Corporation is Shatura USA, Inc.

ARTICLE II

The street and mailing address of the Corporation's principle office is:

Shatura USA, Inc.
4700 Millenia Blvd., Ste. 175
Orlando FL 32839

ARTICLE III

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the 2013 Florida Statutes, Title XXXVI Chapter 607, other than the banking business, the trust company business, or the practice of a professional association as defined by the 2013 Florida Statutes.

ARTICLE IV

The corporation is authorized to issue one (1) class of shares to be designated as "Common Stock". One-Hundred (100) shares of Common Stock may be issued at par value \$.01.

The holder of the Common Stock shall be entitled to vote on a one vote per share basis and the shares shall be entitled to dividends at the discretion of the Board of Directors. The Common Stock shall have the following rights and preferences:

1. **Rank.** The Common Stock shall, with respect to rights (including as to the distribution of assets) upon liquidation, dissolution or winding up of the affairs of the Corporation rank senior to each other class or series of equity securities of the Corporation, whether currently issued or issued in the future.

2. Dividends.

- a. Holders of shares of Common Stock shall be entitled to participate equally and ratably with all other holders of shares of Common Stock in all dividends and distributions paid, whether in the form of cash, stock, other assets or otherwise, and including, without limitation, any dividend or distribution of shares of stock or other equity of any Person other than the Corporation, evidences of indebtedness of any Person including without limitation the Corporation or any Subsidiary.
- b. Each dividend or distribution payable pursuant to Section 2(a) hereof shall be payable to the holders of record of shares of Common Stock as they appear on the stock records of the Corporation at the close of business on the same day as the record date for the payment of dividends to all other holders of shares of Common Stock (the "Common Stock Dividend Record Date"). Dividends or distributions payable pursuant to this Section 2 shall be payable on the same date that such dividends or distributions are payable to all other holders of shares of Common Stock (the "Common Stock Dividend Payment Date").

3. Voting Rights.

- a. The holders of the shares of Common Stock shall be entitled to one (1) vote per issued share and the Bylaws of the Corporation.
- b. The holders of the shares of Common Stock shall be entitled to notice of all stockholders' meetings in accordance with these Articles of Incorporation and the Bylaws of the Corporation.
- c. So long as shares of Common Stock are outstanding, the Corporation shall not, without the written consent or affirmative vote at a meeting called for the purpose by holders of at least fifty percent (50%) of the outstanding shares of Common Stock:
 - i. create, authorize or issue any securities;
 - ii. split, reverse split, authorize, subdivide, reclassify or combine the Common Stock or increase the authorized number of shares of Common Stock;
 - iii. amend, alter or repeal any provision of the Corporation's Articles of Incorporation (or any provision of the Corporation's by-laws) (in each case by any means, including (without limitation) by merger, consolidation, reclassification, amendment, or otherwise) so as to, or in a manner that would, adversely affect the preferences, rights, privileges, powers or economics of the Common Stock;
 - iv. (A) institute (or permit any of its Subsidiaries to institute) a voluntary case or proceeding in respect of the Corporation or any of its Subsidiaries under the federal bankruptcy code or any other similar federal, state or foreign law ("Bankruptcy Law") or any other case or proceeding to be

adjudicated as bankrupt or insolvent, (B) consent to (or permit any of its Subsidiaries to consent to) the entry of a decree or order for relief in respect of the Corporation or any of its Subsidiaries in any involuntary case or proceedings against the Corporation or any of its Subsidiaries, (C) file (or permit any of Subsidiaries to file) a petition in respect of the Corporation or any of its Subsidiaries seeking reorganization or relief under any Bankruptcy Law, or consent to the filing of any such petition or to the appointment of or taking possession by a custodian, receiver, liquidator, assignee, trustee or sequestrator (or other similar official) of any of the Corporation or any of its Subsidiaries or of any substantial part of its property, or (D) make an assignment for the benefit of creditors;

- v. adopt a plan or agreement of complete or partial liquidation or dissolution or otherwise voluntarily liquidate, dissolve or wind-up the Corporation;
- vi. declare, set aside or pay (or permit any of its Subsidiaries to pay) any dividend or other distribution of any nature on the Common Stock;
- vii. effect any direct or indirect acquisition (by purchase, merger or otherwise) by the corporation or any of its Subsidiaries of capital stock, a business or division, or a material portion of the assets, of any other Person;
- viii. make any sale or other disposition (whether pursuant to a sale, lease, securitization, sale-leaseback or other transaction) of (x) any properties or assets of the Corporation or its Subsidiaries individually or any series of related transactions, except sales in the ordinary course of business of assets that individually are immaterial to the Corporation, or (y) any capital stock of any Subsidiary of the Corporation;
- ix. hire, terminate, or change the compensation of any executive officer except for ordinary raises consistent with past practices, provided that, (A) the holders of the Common Stock shall not unreasonably withhold or delay approval of any such hiring or termination and, provided further, (B) if the holders of Common Stock shall not approve the hiring of any such executive officer the Corporation may appoint an existing employee to fill the position until a replacement approved by the holders of Class A Preferred Stock is hired and (c) nothing herein shall prohibit the Corporation from terminating any executive officer for "cause" as defined in such executive officer's employment agreement with the corporation); or
- x. make any new, or renew any existing, loans to any of the money transfer or payment systems agents of the Corporation or its Subsidiaries;

(c) The consent or votes required in Section 4(c) shall be in addition to any approval of the stockholders of the Corporation which may be required by law or pursuant to any provision of the Corporation's Bylaws.

4. Definitions.

Unless the context otherwise requires, when used herein the following terms shall have the meaning indicated.

"Affiliate" means, with respect to any Person, any other Person directly, or indirectly through one or more intermediaries, controlling, controlled by or under common control with such Person. For purposes of this definition, the term "control" (and correlative terms "controlling," "controlled by" and "under common control with") means possession of the power, whether by contract, equity ownership or otherwise, to direct the policies or management of a Person.

"Board of Directors" means the Board of Directors of the Corporation.

"Business Combination" means (i) any reorganization, consolidation, merger, share exchange or similar business combination transaction involving the Corporation with any Person or (ii) the sale, assignment, conveyance, transfer, lease, or other disposition by the Corporation of all or substantially all of its assets.

"Business Day" means any day other than a Saturday, a Sunday or a holiday on which national banking associations in the State of New York are closed.

"Common Stock" means the common stock of the Corporation.

"Person" means any individual, sole proprietorship, joint venture, partnership, corporation, limited liability company, association, joint-stock company, unincorporated organization, cooperative, trust, estate, government entity or authority (including any branch, subdivision or agency thereof), administrative or regulatory authority, or any other entity of any kind or nature whatsoever.

"Subsidiary" of a Person means (i) a corporation, a majority of whose stock with voting power, under ordinary circumstances, to elect directors is at the time of determination, directly or indirectly, owned by such Person or by one or more Subsidiaries of such Person, or (ii) any other entity (other than a corporation) in which such Person or one or more Subsidiaries of such Person, directly or indirectly, at the date of determination thereof has at least a majority ownership interest.

5. Certain Other Provisions.

- a. If any Common Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation will issue, in exchange and in substitution for and upon cancellation of the mutilated certificate, or in lieu of and substitution for the certificate lost, stolen or destroyed, a new Common Stock certificate of like tenor and representing an equivalent amount of Common Stock, upon receipt of evidence of such loss, theft or destruction of such certificate and, if requested by the Corporation, an indemnity on customary terms for such situations reasonably satisfactory to the Corporation.
- b. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

- c. This Corporation's Articles of Incorporation shall become effective upon the filing thereof with the Department of State of the State of Florida.
- 6. No Other Rights. The shares of Common Stock shall not have any relative, participating, optional or other special rights and powers excepts as set forth herein or as may be required by law.

ARTICLE V

- 1. The Corporation shall have three (3) directors at the time of incorporation, their names follow:
 - a. Pavel Valentinovich Zverev
 - b. Andrey Valentinovich Zverev
 - c. Valentin Ivanovich Zverev
- 2. The Corporation shall have one (1) officer at the time of incorporation, their name and title follows:
 - a. Pavel Valentinovich Zverev, President and CEO

ARTICLE VI

The name and address of the Corporation's Registered Agent for service of process is:

**Natalya Chebotar
6131 Little Lake Sawyer Dr
Windermere, FL 34786**

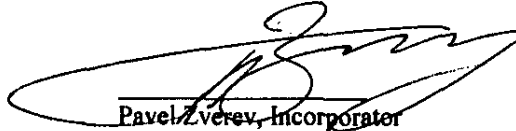
ARTICLE VII

The name and address of the Incorporator of the Corporation is:

**Pavel Zverev
16 Harbour St. #5201
Toronto ON
Canada M5J2Z7**

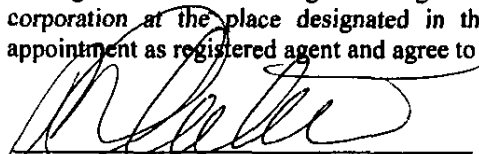
The foregoing Articles of Incorporation has been duly approved by the Incorporator pursuant to Title XXXVI Title 607.0120 (6)(b) and (7) of the 2013 Florida Statutes.

I further declare under penalty of perjury under the laws of the State of Florida that the matter set forth in this certificate are true and correct of my own knowledge.


Pavel Zverev, Incorporator

Dated: 05/07/2014.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Signature/Registered Agent
Natalya Chebotar
5/18/2014
Date

FILED
14 JUN -5 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA