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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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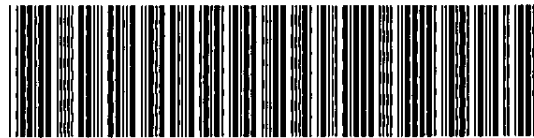
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 MAR 17 PM 4:26
NOT ATTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
15 MAR 17 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 18 2015
S. GILBERT

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 551442 4320229

AUTHORIZATION 

COST LIMIT : \$ 70.00

ORDER DATE : March 17, 2015

ORDER TIME : 3:43 PM

ORDER NO. : 551442-005

CUSTOMER NO: 4320229

DOMESTIC FILING

NAME: MESSIKA USA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen - EXT. 62974

EXAMINER'S INITIALS: _____

COVER LETTER

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

SUBJECT: MESSIKA 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: RALPHAELITA UPSHAW

Name (Printed or typed)

C/O KILPATRICK TOWNSEND & STOCKTON LLP

Address

ATLANTA, GA 30309

City, State & Zip

404-815-6133

Daytime Telephone number

RCicchillo@kilpatricktownsend.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
MESSIKA USA INC.**

FILED
15 MAR 17 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE I.

The corporate name of the corporation (hereinafter called the "corporation") is Messika USA Inc.

ARTICLE II.

The street address of the principal office of the corporation is c/o Jade Associates, 100 N. Biscayne Blvd., Suite 500, Miami, Florida 33132.

ARTICLE III.

The purpose of the Company is to engage in any lawful business permitted by the Florida Business Corporation Act.

ARTICLE IV.

The number of shares that the corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 each and are the same class and are Common Shares.

ARTICLE V.

The street address of the registered office of the corporation is 100 N. Biscayne Blvd., Suite 500, Miami, Florida 33132. The name of the registered agent of the corporation at the registered office is Jade Associates.

The written acceptance of the registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE VI.

The name and the address of the sole incorporator is:

Richard Cicchillo
Kilpatrick Townsend & Stockton LLP
1100 Peachtree Street NE, Suite 2800
Atlanta, Georgia 30309

ARTICLE VII.

The duration of the corporation shall be perpetual.

ARTICLE VIII.

(1) The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) Any indemnification under subsection (1), unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsection (1). Such determination shall be made:

(a) By the board of directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding;

(c) By independent legal counsel:

(i) Selected by the board of directors prescribed in paragraph (a) or the committee prescribed in paragraph (b); or


(ii) If a quorum of the directors cannot be obtained for paragraph (a) and the committee cannot be designated under paragraph (b), selected by majority vote of the full board of directors (in which directors who are parties may participate); or

(d) By the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

(3) Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph (2)(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

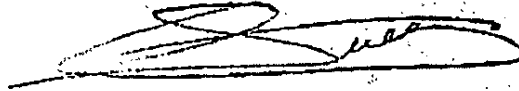
(4) Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this section.

IN WITNESS WHEREOF, the undersigned incorporator and registered agent of the corporation have executed these Articles of Incorporation on this 17th day of March, 2015.


Richard Cicchillo, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY: JADE ASSOCIATES

A handwritten signature in dark ink, appearing to read 'Olivier Sureau', is written over a horizontal line.

Name: Olivier Sureau
Title: Registered Agent
Date: March 17, 2015