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(Requestor's Name)

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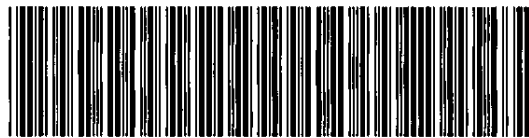
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SEP 21 2015

T SCHROEDER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FYD USA CORP.

Signature _____

Requested by: SN _____

09/21/15

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**ARTICLES OF INCORPORATION
OF
FYD USA CORP.**

The undersigned, SEAN ST-JOHN, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME AND ADDRESS:

The name of this Corporation shall be:

FYD USA CORP.

The principal office of the Corporation will be:

16375 NE 18th Avenue, Suite 225
North Miami Beach, FL 33162

II

BUSINESS:

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned shall have the power to make and

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perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State and which now or hereafter may be authorized by law.

III

SHARES:

The classes and maximum number of shares that the Corporation is authorized to issue as follows:

100 shares of Common Shares

100 shares of Preferred Shares

The preferences, limitations and relative rights of each class of stock are as follows:

1. All Common and Preferred Shares shall have equal voting rights.
2. All Common and Preferred Shares shall have equal redemption rights.
3. The Board of Directors may, in its discretion, declare dividends payable to Common Shares, at such times or from time to time, and in such differing amounts as the Board of Directors determines to be advisable. Dividends shall not be payable on the preferred shares.

IV

EXISTENCE:

The Corporation shall have perpetual existence.

V

REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the Corporation's initial registered office is 16375 NE 18th Avenue, Suite 225, North Miami Beach, Florida 33162. The initial Registered Agent for the

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Corporation is IRA R. SHAPIRO, P.A. located at the initial registered office address of the Corporation.

VI

DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

VII

FIRST BOARD:

The following shall constitute the first Board of Directors of the Corporation:

<u>NAME</u>	<u>ADDRESS</u>
SEAN ST-JOHN	242 Glen Manor Drive West Toronto, Ontario Canada M4E2Y1

VIII

INCORPORATOR:

The name and address of the initial Incorporator of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
SEAN ST-JOHN	242 Glen Manor Drive West Toronto, Ontario Canada M4E2Y1

IX

GENERAL PROVISIONS:

(a) The private property of the Stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have

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full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A Director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each Director and Officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the Corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED this 17 day of Sept, 2015.


SEAN ST-JOHN

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saCP st-john agt

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

FYD USA CORP.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **FYD USA CORP.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of North Miami Beach, County of Miami-Dade, State of Florida, has named **IRA R. SHAPIRO**, located at 16375 Northeast 18th Ave., Suite 225, N. Miami Beach, FL 33162, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: *(MUST BE SIGNED BY DESIGNATED AGENT)*

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:



IRA R. SHAPIRO, Registered Agent