

FEB 07 2018
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COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: D&A USA, INC.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

ELLIOTT HARRIS, ESQ.

Contact Person

ELLIOTT HARRIS, P.A.

Firm/Company

111 S.W. 3rd STREET, 6th FLOOR

Address

MIAMI, FLORIDA 33130

City, State and Zip Code

liza@eharrispa.com

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

For further information concerning this matter, please call:

ELLIOTT HARRIS at (305) 358-0146

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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:

D&A USA, LLC LLC-22162

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company
(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 Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on February 1, 2016

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**:

D&A USA, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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TALLAHASSEE, FLORIDA

Signed this 5th day of January, 20 17.

Required Signature for Florida Profit Corporation:

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

Printed Name: ELLIOTT HARRIS Title: Incorporator

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

Signature: _____

Printed Name: Deivyd Jose Gomez Garcia Title: Managing Member

Signature: [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)

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ARTICLES OF INCORPORATION

OF

D&A USA, INC.

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: D&A USA, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and the general nature of the business to be transacted by this corporation shall include, but not be limited to:

(a) In general, to do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Florida or any part of the world as principals or agents, or otherwise, alone or in company with others, without restriction as to time, place or amount, to carry on any other business in connection with the foregoing purposes, and to have and exercise all of the powers conferred by the laws of Florida upon corporations formed under its laws.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with,

This instrument prepared by:
Elliott Harris, Esq.
FBN 097072
111 S.W. 3rd Street, 6th Floor
Miami, Florida 33130
(305) 358-1046

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goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

(d) To contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, a scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all

acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

The capital stock is being issued pursuant to Section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein by reference and made a part hereof.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 111 S.W. 3rd Street, 6th Floor Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is Elliott Harris. The Board of Directors may, from time to time, move the registered office to any other address in Florida.

The principal place of business of the corporation shall be at 1400 S.W. 27th Avenue, #102, Miami, Florida 33145.

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ARTICLE VI. DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may⁴ be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him a such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability a to which it shall be adjudged that such officer or director if liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any

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director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if there were not such director or officer of such other corporation or not so interested.

ARTICLE VII.
INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial directors and initial officers of this corporation are:

Deivyd Jose Gomez Garcia
1400 S.W. 27th Avenue
#102
Miami, Florida 33145

President, Secretary and Director

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TALLAHASSEE, FLORIDA

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ARTICLE VIII. INCORPORATORS

The name and street address of each of the Incorporators, being subscribers of these Articles of Incorporation are:

ELLIOTT HARRIS
Sixth Floor McCormick Building
111 S.W. Third Street
Miami, Florida 33130

ARTICLE IX.

No Stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered in writing for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The written offer shall set forth the price and terms and shall be sent by certified mail, return receipt requested, to each stockholder at the address listed on the corporation's books. The right to transfer the stock to a person not a stockholder is valid if the other existing stockholders refuse the offer made as provided above or until they fail for a period of 30 days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the corporation.

ARTICLE X.

Elliott Harris, having been named to accept service of process for this corporation, at the place designated in the Articles of Incorporation, hereby agrees to act in the capacity of Registered Agent, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



ELLIOTT HARRIS

IN WITNESS WHEREOF, the undersigned incorporator has subscribed to these Articles of Incorporation this 21st day of November, 2017.



ELLIOTT HARRIS, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
SS.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared ELLIOTT HARRIS, who is personally known to me and who being by me first duly sworn, states under oath that the facts contained in the foregoing Articles of Incorporation are true and that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this ^{5th} day of January, 2018.


NOTARY PUBLIC, State of Florida

My commission expires:



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