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COGENCYGLOBAL.COM

Account#: 1200000000088

Date: 05/07/2019

Name: Merritt Walker

Reference #: 1078879

Entity Name: YM&C USA INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70

Signature: mw

• CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
O: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
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REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
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• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
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**ARTICLES OF INCORPORATION
OF
YM&C USA INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the Corporation is YM&C USA Inc.

**ARTICLE II
Powers**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III
Authorized Capital**

The Corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$0.01 per share.

**ARTICLE IV
Address**

The address of the principal office of the Corporation is: 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

The mailing address of the Corporation is: c/o Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

**ARTICLE V
Registered Office and Agent**

The street address of the Corporation's initial registered office is 1441 Brickell Avenue, Suite 1400, Miami, FL 33131, and the name of the initial registered agent at such office is the law office of Robert Allen Law.

**ARTICLE VI
Indemnification**

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was an officer of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other

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enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he 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 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, 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 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 reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director, or officer of the Corporation who serves or served in such capacity at any time while this Article is in effect.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Board.

ARTICLE VII


The initial officer(s) and/or director(s) of the Corporation is/are:

Title: Director; CEO; President
Daniele Ferrari
1441 Brickell Avenue, Suite 1400
Miami, FL 33131

ARTICLE VIII
Incorporator

The name and address of the incorporator of the Corporation is Umberto Bonavita, Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 29th day of April, 2019.



Umberto Bonavita, Incorporator

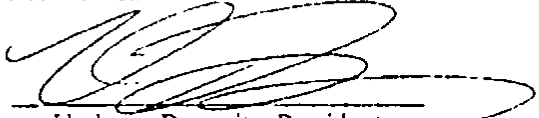
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Corporation, at the place designated in the Articles of Incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 29th day of April, 2019.

Robert Allen Law

By: 

Umberto Bonavita, President

Preparer:

Umberto Bonavita, Esq.

Florida Bar No. 0632791

Robert Allen Law (see fictitious name filing for registered agent)

1441 Brickell Avenue, Suite 1400

Miami, FL 33131

Phone (305) 372-3300

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