

**Electronic Articles of Incorporation
For**

BGM HOLDINGS INC.

**FILED
Dec 23, 2019 08:00 AM
Secretary of State**

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

Article I

The name of the corporation is:

BGM HOLDINGS INC.

Article II

The principal place of business address:

151 SOUTH ORANGE AVENUE
ORLANDO, FL. 32801

The mailing address of the corporation is:

189 S. ORANGE AVENUE
SUITE 1270
ORLANDO, FL. 32801

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

2000

Article V

The name and Florida street address of the registered agent is:

Article VI

The name and address of the incorporator is:

BRIAN A. MILLS, PA
P.O. BOX 1239

WINTER PARK, FL 32790

FILED
Dec 23, 2019 08:00 AM
Secretary of State

Electronic Signature of Incorporator: S/ BRIAN MILLS

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

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

Title: P
JOHNNY TUNG
151 SOUTH ORANGE AVENUE
ORLANDO, FL. 32801

Title: VP
JIMMY TUNG
151 SOUTH ORANGE AVENUE
ORLANDO, FL. 32801

Title: T
JOHNNY TUNG
151 SOUTH ORANGE AVENUE
ORLANDO, FL. 32801

Title: SEC
JOHNNY TUNG
151 SOUTH ORANGE AVENUE
ORLANDO, FL. 32801

Article VIII

The effective date for this corporation shall be:

12/18/2019

P20000004432

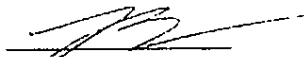
AFFIDAVIT AS TO FILING OF CORPORATE DOCUMENTS FOR BGM HOLDINGS, INC.
DOCUMENT NUMBER P20000004432

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared, Brian Mills, who is personally known to me, and after being duly sworn, states that:

1. I am a Florida citizen and resident of Seminole County, State of Florida.
2. As part of a reorganization plan, a new Florida for-profit company was to be created, BG Holdings, Inc.
3. Also as part of the reorganization, this new company was necessary to be registered with an effective date in December 2019.
4. BG Holdings, Inc. was filed electronically with the Florida Department of State's Division of Corporation's online filing portal on December 23, 2019. Pursuant to F.S 607.0123, an effective date was requested to be five days prior to the filing -- December 18, 2019.
5. Prior to filing the original, I spoke with a customer service employee at the Division of Corporations, who assured me that if any changes were required, if the filing was amended within 60 days of the notice of deficiency, the original filing date and effective date would be honored.
6. On January 8, 2020, I received an email from the Florida Division of Corporations informing me that the name of BG Holdings must be changed due to a pre-existing limited liability company of the same name and I was directed to amend my filing via an online link in the email. The electronic amendment would not allow me to provide the original effective date or filing date.
7. The name of the company was changed to BGM Holdings, Inc., but it now has a filing date of January 8, 2020, and an effective date of January 1, 2020.
8. The intended filing date for BGM Holdings, Inc. should be **December 23, 2019**, and its intended effective date should be **December 18, 2020**.

Dated this 10th day of Feb, 2020.


Affiant

Sworn to and subscribed before me
this 10th day of FEB, 2020.


NOTARY PUBLIC, State of Florida at Large

Printed Name:

Commission #:

Commission Expires:




CLIFF J. CHIN
Commission # GG 193881
Expires July 8, 2022
Bonded Thru Budget Notary Services