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FLORIDA PROFIT/NON PROFIT CORPORATION  
MB Invest USA, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**MB INVEST USA, INC.**

**ARTICLE I - Name**

The name of the corporation is MB INVEST USA, INC. (the "Corporation").

**ARTICLE II - Purpose**

The Corporation is organized for the purposes of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the laws of the State of Florida.

**ARTICLE III - Capital Stock**

The Corporation is authorized to issue 1,000 shares of US \$.01 par value common stock. The Board of Directors may authorized the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All such stock when issued shall be fully paid and exempt from assessment.

**ARTICLE IV - Initial Registered Office and Agent**

The name of the initial registered agent of the Corporation and the street address of the registered office of this Corporation is:

Meland Russin & Budwick, P.A.  
3000 Southeast Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE V - Corporate Mailing Address**

The principal office and mailing address of the Corporation is:

3000 Southeast Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

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**ARTICLE VI - Incorporator**

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

Name

Address

Mark S. Meland, Esq.

Meland Russin & Budwick, P.A.  
3000 Southeast Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VII - Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE VIII - Indemnification**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

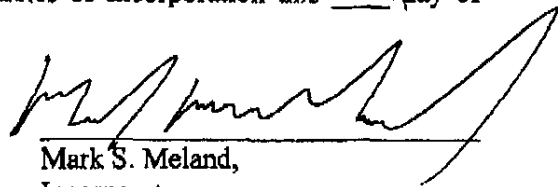
**ARTICLE IX - Fiscal Year**

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

**ARTICLE X - Duration**

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

The undersigned has executed these Articles of Incorporation this 20th day of September, 2011.

  
Mark S. Meland,  
Incorporator

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STATE OF FLORIDA )  
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COUNTY OF MIAMI-DADE )

BEFORE ME, the undersigned authority, personally appeared Mark S. Meland who is personally known to me and who, after being duly sworn, did freely and voluntarily acknowledge that, according to law, he made and subscribed the foregoing Articles of Incorporation of MB INVEST USA, INC.

IN WITNESS WHEREOF, I have set my hand and affixed my seal of office to this document this 20<sup>th</sup> day of September, 2011.



*[Signature]*  
Notary Public, State of Florida At Large  
Print Name: Leeann Lopez-Francis  
Commission No. DD 905354  
My commission expires: 7/7/13

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for MB INVEST USA, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

Dated this 20<sup>th</sup> day of September, 2011.

Meland Russin & Budwick, P.A.

By *[Signature]*  
Mark S. Meland, President

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