

12/7/20

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**HF Solutions Holding Co.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 05      |
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**ARTICLES OF INCORPORATION**  
**OF**  
**HF SOLUTIONS HOLDING CO.**

The undersigned Incorporator, for the purpose of incorporating a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I.  
NAME

The name of the corporation is HF Solutions Holding Co. (the "Corporation").

ARTICLE II.  
ADDRESS

The address of the principle place of business of the Corporation is:

2701 S LeJuene Rd.  
12 Floor  
Coral Gables, Florida 33134

The mailing address of the Corporation is:

P.O. Box 144120  
Miami, Florida 33134

ARTICLE III.  
COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV.  
PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V.  
AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is 1,000 shares of common stock having \$0.01 par value.

ARTICLE VI.  
DIRECTORS/OFFICERS

The names and addresses of the initial directors of the Corporation are as follows:

| <u>Name</u>           | <u>Address</u>   |
|-----------------------|--|
| Mauricio Quirch       | 2701 S LeJuene Rd., 12 Floor,<br>Coral Gables, Florida 33134 |
| Guillermo Quirch, III | 2701 S LeJuene Rd., 12 Floor,<br>Coral Gables, Florida 33134 |
| Ignacio Quirch        | 2701 S LeJuene Rd., 12 Floor,<br>Coral Gables, Florida 33134 |

The names, titles and addresses of the initial officers of the Corporation are as follows:

| <u>Name</u>       | <u>Title</u>            | <u>Address</u>   |
|-------------------|-------------------------|--|
| Francisco Grande  | President               | 2701 S LeJuene Rd., 12 Floor,<br>Coral Gables, Florida 33134 |
| Carmen M. Sabater | Chief Financial Officer | 2701 S LeJuene Rd., 12 Floor,<br>Coral Gables, Florida 33134 |
| Rafael Perez      | Vice President of Sales | 2701 S LeJuene Rd., 12 Floor,<br>Coral Gables, Florida 33134 |

ARTICLE VII.  
INITIAL REGISTERED OFFICE AND AGENT

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

Carmen M. Sabater  
2701 S LeJuene Rd., 12 Floor,  
Coral Gables, Florida 33134

ARTICLE VIII.  
INCORPORATOR

The name and address of the Incorporator is:

Marybeth O'Keefe, Esq.  
Holland & Knight LLP  
263 Tresser Blvd., Suite 1400  
Stamford, Connecticut 06901

ARTICLE IX.  
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw are not subject to amendment or repeal by the directors.

ARTICLE X.  
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned Incorporator, for the purpose of forming the Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 7 day of December, 2018.

/s/ Marybeth O'Keefe  
Marybeth O'Keefe, Sole Incorporator

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

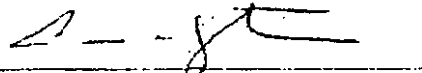
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That HF Solutions Holding Co., desiring to organize under the laws of the State of Florida with its initial registered agent's address as indicated in the Articles of Incorporation at 2701 S LeJuene Rd., 12 Floor, Coral Gables, Florida 33134, has named Carmen M. Sabater as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 7 day of December, 2018



Name: Carmen M. Sabater