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FLORIDA PROFIT/NON PROFIT CORPORATION
PORTUMANIA USA INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

NOV 20 2019
T. SCOTT

ARTICLES OF INCORPORATION OF PORTUMANIA USA INC.,

The undersigned, for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I - NAME

The name of the Corporation is:

PORTUMANIA USA INC.,

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TALLAHASSEE

ARTICLE II - PURPOSE OF CORPORATION

The general nature of the business and business to be transacted are as follows:

- 1) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States including Import and Exports Activities.
- 2) Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any an all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

907 NE 7th STREET # 1
HALLANDALE BEACH, FLORIDA 33009

ARTICLE IV - EFFECTIVE DATE

These Articles of the Incorporation shall be effective on January 02, 2018 upon approval of the Secretary of State, State of Florida.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

1) The initial officers and/or Directors of the Corporation are:

President:	Andres A Da Silva Melendez
Secretary:	Andres A Da Silva Melendez
Treasurer:	Andres A Da Silva Melendez

2) The address shall be the same as the principal office of the Corporation.

3) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VI - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (1.00)**.

6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Share holders have the right to vote.

6.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

6.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Boards of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

6.5 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation,

6.6 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII - GENERAL PROVISIONS

7.1 The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

7.2 Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

7.3 A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

7.4 The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

7.5 The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

7.6 The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under de law.

7.7 All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained

in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation of the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

7.8 If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to director, officer, employee and agent shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder's Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE IX - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XI - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XII - REGISTERED AGENT

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

Jorge N Brodsky
907 NE 7th. Street # 1
Hallandale Beach, Florida 33009-8542

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accepts the appointment as registered agent and agree to act in this capacity:



Signature of Registered Agent

Miami, 11/18/2019

ARTICLE XIII - BY LAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable Statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

907 NE 7th Street # 1
Hallandale Beach, Florida 33009



ANDRES A DA SILVA MELENDEZ
INCORPORATOR

Miami, 11/18/2019