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Gastaldi North America Corporation

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**ARTICLES OF INCORPORATION
OF
GASTALDI NORTH AMERICA CORPORATION**

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 **GASTALDI NORTH AMERICA CORPORATION**.

**ARTICLE II
Powers**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III
Authorized Capital and Shares**

Section 1. Number of Authorized Shares. The Corporation is authorized to issue One Thousand (1,000) shares of common stock, with no par value per share (the "Shares").

**ARTICLE IV
Address**

The Corporation's mailing address and that of its principal office is: 4770 Biscayne Blvd., Suite 400, Miami, FL 33137.

**ARTICLE V
Registered Office and Agent**

The 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 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

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was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other 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 will 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 shareholders 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 will be deemed to be a contract between the Corporation and each director and 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 Directors and Officers

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Section 1. Officer and Directors. The initial officers and directors of the Corporation are:

Title: Director, Chairman, CEO, and President
Giovanni Cerruti
4770 Biscayne Blvd., Suite 400
Miami, FL 33137

Title: Vice President
Emiliano Arici
4770 Biscayne Blvd., Suite 400
Miami, FL 33137

Title: Vice President
Roberto Rizzo
4770 Biscayne Blvd., Suite 400
Miami, FL 33137

Section 2. Limited Liability. To the fullest extent permitted by the Florida Business Corporation Act (as such law currently exists or may hereafter be amended so long as any such amendment authorizes action further eliminating or limiting the personal liabilities of directors), a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII Severability

If any provision or provisions of these Articles of Incorporation will be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, then, to the fullest extent permitted by applicable law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of these Articles of Incorporation (including, without limitation, each portion of any paragraph of these Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) will not in any way be affected or impaired thereby.

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ARTICLE IX
Incorporator

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 28 day of February 2020.



Umberto Bonavita, Incorporator
Robert Allen Law


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 28 day of February 2020.

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
Fax: (305) 379-7018