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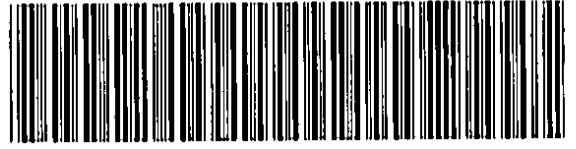
(Business Entity Name)

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F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 07/08/2021


Name: Jennifer Bialowas

Reference #: 1416609

Entity Name: CANDELA PURPOSEWEAR, INC.

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other \_\_\_\_\_

Authorized Amount: 70.00

Signature: 



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Signature: 

**ARTICLES OF INCORPORATION  
OF  
CANDELA PURPOSEWEAR, INC.**

**ARTICLE I – NAME**

The name of this corporation is Candela Purposewear, Inc. (the "Corporation").

**ARTICLE II – PURPOSE**

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

**ARTICLE III -DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV – PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and the mailing address of the office of the Corporation is 2121 SW 3<sup>rd</sup> Avenue, Suite 800, Miami, Florida 33129.

**ARTICLE V – CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of such stock if the Corporation shall be as follows:

<b><u>Number of Shares</u></b>	<b><u>Par Value Per Share</u></b>	<b><u>Class of Stock</u></b>
<b><u>Authorized</u></b>		
1,000	\$0.01	Common

**ARTICLE VI – INITIAL BOARD OF DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The names and addresses of the initial directors are:

Andrea Poma – 2121 SW 3<sup>rd</sup> Avenue, Suite 800, Miami, FL 33129  
Alejandro Poma – 2121 SW 3<sup>rd</sup> Avenue, Suite 800, Miami, FL 33129

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**ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 115 N Calhoun St. #4, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Cogency Global Inc.

**ARTICLE VIII – LIABILITY AND INDEMNIFICATION**

A director or officer 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 or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

**ARTICLE IX – INCORPORATOR**

The name of the Incorporator is Naomi Sakata, and the address of the Incorporator is c/o Morrison & Foerster LLP, 600 Brickell Avenue, Suite 1560, Miami, Florida 33131.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8<sup>th</sup> day of July 2021.



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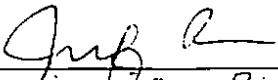
Naomi Sakata, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for Candela Purposewear, Inc., at the place designated in these Articles of Incorporation, 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, as provided in Florida Statutes Section 607.0505.

Dated this 8<sup>th</sup> day of July 2021

COGENCY GLOBAL INC.

By:   
Name: Jennifer Bialowicz  
Title: Assistant Secretary

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