

422000036842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

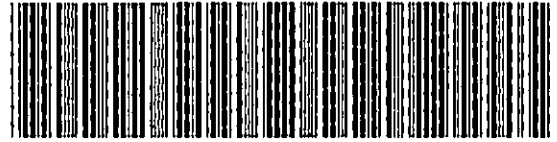
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2022 FEB -5 AM 9:53

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MCDE INC.
Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

JOSE AVILA
Contact Person

OMLAW PLLC
Firm/Company

9100 S. DADELAND BLVD, SUITE 1500
Address

MIAMI, FL 33156
City, State and Zip Code

JOSE.AVILA@OMLAWPLLC.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOSE AVILA at (786) 7090914
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

Mailing Address:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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Articles of Conversion
For
Converting Eligible Entity
Into
Florida Profit Corporation

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is:

MCDE LLC

Enter Name of the Converting Entity

2. The converting entity is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on November 4, 2020
Enter date "Converting Entity" was first organized, formed or incorporated.

3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

MCDE INC.

Enter Name of Florida Profit Corporation

4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.

5. If not effective on the date of filing, enter the effective date: _____.

(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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Signed this 9th day of February, 2022.

Required Signature for Florida Profit Corporation:

Signature of Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:

[Signature]

Printed Name: Alejandro Fabian Ezcurra Title: President

Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies: [See required signature(s).]

Signature: [Signature]

Printed Name: Alejandro Fabian Ezcurra Title: President and Member

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Articles of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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Articles of Incorporation

**ARTICLES OF INCORPORATION
OF
MCDE INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be MCDE INC. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 66 West Flagler Street - Suite 900 Miami, FL 33130.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1000, all of which shall be common stock with a par value of \$1 per share.

ARTICLE V: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights for shareholders pursuant to the provisions Section 607.0630(2) of the FBCA.

ARTICLE VI: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of 4 members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve on the initial board of directors are:

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Emilio Fernando Cruz Marroquin	Casa Maya II, Residencial La Fontana, Casa 213, San Pedro Zula, Cortez, Honduras
Alejandro Fabian Ezcurra	Plumerillos 165, Boulogne Sur Mer, Buenos Aires, Argentina, CP 1609
Alvaro Jose Morot	Paraguay 1148, Ciudad Autónoma de Buenos Aires, Provincia de Buenos Aires, Argentina, CP 1057
Lautaro Diaz Martinez	Mathus Hoyos 1025, Las Heras, Mendoza, Argentina, CP 5529

The names of the individuals who will serve as initial officers are:

Alejandro Fabian Ezcurra	President
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ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **9100 S. Dadeland Blvd., Suite 1500, Miami, FL 33156**. The name of the initial registered agent of the Corporation at that office is **OMLaw, PLLC c/o Jose Avila**.

ARTICLE VIII: INCORPORATOR

The name and street address of the Corporation's incorporator is **OMLaw, PLLC c/o Jose Avila, 9100 S. Dadeland Blvd., Suite 1500, Miami, FL 33156**.

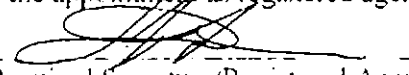
ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including

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service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

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

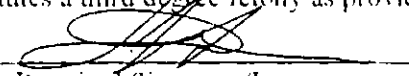


Required Signature/Registered Agent
Jose Avila, on behalf of OMLaw PLLC

1.24.2022

Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.



Required Signature/Incorporator
Jose Avila, on behalf of OMLaw PLLC

1.24.2022

Date

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