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TALLAHASSEE, FLORIDA

D. SCOTT
JUN 5 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 24, 2017

MARTIN LITWAK
RUTA 8 KM. 17.500 EDIFICIO BETA 4 OFICIN
106, CP, 91600
MONTEVIDEO URUGUAY,

SUBJECT: ONINSUR SOCIEDAD ANONIMA
Ref. Number: W17000014447

2017 MAY 30 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for ONINSUR SOCIEDAD ANONIMA and your check(s) totaling $315.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this entity is liable for a civil penalty of at least $500 but not more than $1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification. In addition to this civil penalty, the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state are also due. The amount due this office to cover both annual report(s) and penalty fees is $1,100.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Dionne M Pijeaux
Regulatory Specialist

Letter Number: 217A00007918

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ONINSUR S. A. Corp

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Uruguay
(State or country under the law of which it is incorporated)

3. (FEI number, if applicable)

4. (Date of incorporation)

5. (Date of duration, if other than perpetual)

6. 07/03/2012
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Ruta 8 KM, 17500. Edificio Beta 4 oficina 106 CP, 91600 Montevideo Uruguay
(Principal office address)

martin@litwak-partners.com
(Current mailing address, if different)

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8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Litwak & Partners (U.S.) LLC

Office Address: 1801 NE 123rd Street, Suite 314

North Miami, Florida, Florida 33181
(City) (Zip code)

9. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: LITWAK, MARTIN ALEXIS

Address: Street address, Zonamerica Ruta 8, km 17,500

Edificio Beta 4, of 106 Montevideo, Uruguay

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President:

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. ________________________________
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. MARTIN LITWAK, DIRECTOR
(Typed or printed name and capacity of person signing application)

Fi Nº 348870

ESC. PAOLA DENISSE BASIGNANI GONZALEZ - 15434/6

<u>CERTIFICO QUE</u>: **I) ONINSUR S.A.** es persona jurídica hábil y vigente a la fecha, inscripta en el RUT de la DGI con el número 21 701418 0011 con domicilio en esta ciudad y sede en Luis Bonavita 1294 oficina 202, Montevideo. Fue constituida en Montevideo por Acta de fecha 3 de julio de 2012, cuyas firmas certificó la Escribana Esther Reitzes. Sus estatutos fueron aprobados por el la Auditoría Interna de la Nación el 30 de julio de 2012, y protocolizados por la misma Escribana el 11 de setiembre de 2012, inscriptos en el Registro Nacional de Comercio el 13 de setiembre de 2012 con el número 15.6150 y publicados según la ley en el *Diario Oficial* y en el Diario "El Heraldo Capitalino" el 17 de setiembre de 2012. Según el referido Estatuto, la representación y administración de la sociedad corresponde a un Administrador o Directorio; El administrador, el Presidente o cualquier Vicepresidente indistintamente o dos Directores cualesquiera actuando conjuntamente representarán a la sociedad. Por Acta de Asamblea General Extraordinaria de fecha 31 de enero de 2013 se designó al señor Martín Alexis Litwak Ungierowicz como Presidente del Directorio (único director), cargo que continúa vigente a la fecha. **II)** Por documento privado del 2 de octubre de 2013, protocolizado por la Escribana María Cecilia Langone en la misma fecha, inscripto en el Registro Nacional de Comercio el 11 de octubre de 2013 con el número 19.900, se dio cumplimiento a la ley 17.904, surgiendo de dicho documento los datos aquí consignados, sin modificaciones hasta la fecha. **III)** Por Acta de Asamblea Extraordinaria de Accionistas de fecha 10 de enero de 2013 se reformó el artículo 3 del estatuto de acuerdo al artículo 17 de la Ley 18.930 tan solo en lo referente al tipo de acciones las que pasaron de ser "al portador" a ser "nominativas endosables". Su testimonio fue protocolizado por Escribana Nélida Aviaga el 11 de enero de 2013, inscripto en el Registro de personas Jurídicas Sección en el Diario Oficial y en el Diario "El Heraldo Capitalino" el 16 de enero de 2013 y el 14 de enero del mismo año respectivamente, y comunicado a la Auditoría Interna de la Nación el 6 de febrero de 2013. **EN FE DE ELLO**, a su solicitud y para presentar ante las autoridades Nacionales y/o extranjeras que corresponda, extiendo el presente que sello, signo y firmo en la ciudad de Montevideo el día veintisiete de enero de dos mil diecisiete.

PAOLA BASIGNANI
ESCRIBANA

ARANCEL OFICIAL
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283

PAOLA BASIGNANI
ESCRIBANA

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TALLAHASSEE, FLORIDA

Lucia Reyes

LUCIA REYES
SWORN TRANSLATOR

María Lucía Reyes Ruano
Traductora Pública
Cel: 099 66 14 63

Fecha: 24/4/17 Trad Nº 6557/17

Official Translation Nr. 6557/2017 - - - - - - - - - - - - - - -

NOTARY PUBLIC PAOLA DENISSE BASIGNANI GONZALEZ - Notarial Stamped Sheet of Paper bearing the national emblem and the notarial official emblem - Series FI 348870 ----------------------------

I HEREBY CERTIFY THAT: ONINSUR S.A. is a duly qualified legal entity in force, registered at the General Tax Bureau under National Taxpayer number 21 701418 0011 domiciled in this city at Luis Bonavita 1294, office number 202, Montevideo. ONINSUR was incorporated in Montevideo by Minutes dated July 3rd, 2012 with signatures certified by Esther Reitzes, Notary Public. Its by-laws were approved by *Auditoría Interna de la Nación* [Internal Audit Office] on July 30th, 2012 and entered in the corresponding notarial registry by the aforementioned Notary Public on September 11th,2012, also entered in the General Commerce Registry dated September 13th, 2012 under number 15.6150 and duly published in the *Diario Oficial* (Official Gazette) and in the newspaper *El Heraldo Capitalino* on September 17th, 2012. Pursuant to its by-laws, the representation and management of the company shall correspond to its Administrator or Board of Directors; the Administrator, the President or any Vice-President, indiscriminately, or two directors acting jointly shall legally represent the company. As per Minutes of the General Ordinary Meeting held on January 31st. 2013, Martín Alexis Litwak Ungierowicz was appointed as Chairman of the Board of Directors (sole Director), a position which is still in force up to date. **II)** A private document was issued dated October 2nd, 2013, entered in notarial record by María Cecilia Langone, Notary Public on the same date, entered in the National Commerce Registry on October 11th, 2013 under number 19,900, thus complying with law 17,904 including all data mentioned in this document and with no amendments up to date. **III)** As per minutes of the Extraordinary Shareholders Meeting dated January 10th, 2013, article 3 of its by-laws was amended in accordance with article 17 of Law 18,930 only regarding the type of shares which changed from "bearer" to "registered and endorsable". The certified copy was entered in notarial record by Nélida Aviaga, Notary Public on January 11th, 2013, entered in the Registry of Legal Entities, General Commerce Registry Section on January 14th, 2013 under number 843, published in the *Diario Oficial* (Official Gazette) and in the newspaper *El Heraldo Capitalino* on January 16th, 2013 and January 14th, 2013 respectively. IN WITNESS WHEREOF, and upon request of the interested party and in order to be presented before the national and/or foreign authorities which may correspond, I issue these presents which I stamp, mark and sign in the city of Montevideo, this twenty-seventh day of January of the year two thousand seventeen.- (signed) PAULA BASIGNANI, NOTARY PUBLIC (In the lower right margin there appears a stamp showing dues were paid)- - -

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I the undersigned, a Sworn Translator, hereby declare the foregoing to be a true and complete translation into English of the document written in Spanish attached hereto. Montevideo, January 31st, 2017

Lucia Reyes

María Lucía Reyes Ruano
Traductora Pública

LUCIA REYES SWORN TRANSLATOR

CAJA DE JUBILACIONES Y PENSIONES DE PROFESIONALES UNIVERSITARIOS $ 150 PESOS URUGUAYOS