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(Requestor's Name)

(Address)

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☐ PICK-UP ☐ WAIT ☐ MAIL

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TALLAHASSEE, FLORIDA

N CULLIGAN

AUG 23, 2018

DUFRY

August 13, 2018

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Tracking No.: 1Z9V1R920143033566

Re: Cover Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida

To whom it may concern:

Enclosed please find one (1) document for cover letter and Application by Foreign Corporation for Authorization to Transact Business in Florida for International Operations and Services (UY) Sociedad Anonima.

A self addressed UPS envelope with number: 1Z9V1R928443734957 is also included.

Please contact me should you have any questions

Best,

Judith Cuadra Martinez
Paralegal

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: International Operations and Services (UY) Sociedad Anonima
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jorge Medina
Name of Person

Dufry America, LLC
Firm/Company

1030 NW 19th Street, Suite 109
Address

Miami, FL 33172
City/State and Zip code

legal@dufry.com; Jorge.Medina@us.dufry.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Judith Cuadra Martinez at (305) 503-8150
Name of Person — Area Code — Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ■ $87.50 Filing Fee, Certificate of Status & Certified Copy

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. International Operations and Services (UY) Sociedad Anonima Company

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

International Operations and Services (UY) S.A.

(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. October 3, 1994
(Date of incorporation)

5. 100 years
(Date of duration, if other than perpetual)

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

7. Route N° 8, Kilometer N° 17500, Office N° 313, Free Zone, Montevideo, Oriental Republic of Uruguay.
(Principal office address)

______
(Current mailing address, if different)

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TALLAHASSEE, FLORIDA

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

Name: Jorge Medina

Office Address: 10300 NW 19 Street, Suite 109

Miami, Florida 33172
(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: Guillermo Wolf

Address: Brunngässlein 12, Basel, 4052, Switzerland

Vice Chairman:

Address:

Director: Ana Maria Garcia Menendez

Address: Route N° 8, Kilometer N° 17500, Office N° 313, Free Zone, Montevideo, Oriental Republic of Uruguay.

Director: Antonio Maria Fabregat Pomoli

Address: Route N° 8, Kilometer N° 17500, Office N° 313, Free Zone, Montevideo, Oriental Republic of Uruguay.

B. OFFICERS

President: Guillermo Wolf

Address: Brunngässlein 12, Basel, 4052, Switzerland

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TALLAHASSEE, FLORIDA

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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. FINANCES DIRECTOR / Mrs. Ana Maria Garcia Menendez.-
(Typed or printed name and capacity of person signing application)

PAPEL NOTARIAL DE ACTUACIÓN

Fp Nº 702035

ESC. ANA LAURA OLIVEROS CANO - 17159/6

ANA LAURA OLIVEROS CANO, ESCRIBANA PÚBLICA, **CERTIFICO QUE**: I) **INTERNATIONAL OPERATIONS AND SERVICES (UY) SOCIEDAD ANÓNIMA** es persona jurídica hábil y vigente inscripta en el Registro Único Tributario de la Dirección General Impositiva con el número 21 420896 0018, con domicilio en la ciudad de Montevideo y sede actual en Ruta 8 Kilómetro 17.500, Oficina 313, Zona Franca. **II) (i)** INTERNATIONAL OPERATIONS AND SERVICES (UY) SOCIEDAD ANÓNIMA fue constituida originalmente bajo el nombre de International Operations and Services Corp en la República de Panamá, e inscripta en el Registro Público de Panamá en la ficha 292890 rollo 43777 imagen 199 desde el 3 de octubre de 1994. **(ii)** Por Asamblea Extraordinaria de Accionistas de la matriz celebrada en Panamá el 27 de agosto de 1999, elevada a escritura pública ante el Notario Rafael Fernández Lara el 14 de septiembre de 1999, la cual debidamente legalizada fue protocolizada por el Escribano Alberto Vázquez Dendi el 1 de octubre de 1999, inscripta en el Registro Nacional de Comercio con el Número 2763 al Folio 3713 del Libro 2 el 12 de octubre de 1999 y publicada en el Diario Oficial y en La Hoja Judicial, ambos el 19 de noviembre de 1999, resolvió la apertura de una sucursal en Uruguay, bajo el nombre de IOSC ZONA FRANCA SUCURSAL URUGUAY, la cual fue inscripta en Registro Único

Tributario de la Dirección General Impositiva con el referido número 21 420896 0018. **(iii)** Por Actas de la Junta General de Accionistas de INTERNATIONAL OPERATIONS AND SERVICES CORP. de fechas 8 de agosto de 2012 y 12 de febrero de 2013, estando presentes la totalidad de las acciones emitidas de la sociedad, se resolvió que la sociedad se traslade y continúe su existencia como sociedad constituida a tenor de las leyes de la República Oriental del Uruguay y que por lo tanto se convierta en una sociedad usuaria de Zona Franca. Asimismo, en las referidas Asambleas, se resolvió modificar la denominación de la sociedad, adoptándose el nombre de INTERNATIONAL OPERATIONS AND SERVICES S.A. El Acta de fecha 8 de agosto de 2012 fue protocolizada en Panamá por el Notario Luis Fraiz Docabo e inscripta en el Registro Público de Panamá asiento 150479 del Tomo 2012, el 13 de agosto de 2012. Esta escritura, debidamente legalizada, fue protocolizada por el Escribano Carlos Falco en Montevideo el 4 de septiembre de 2012. El Acta de Asamblea de fecha 12 de febrero de 2013 fue otorgada en Florida, Estados Unidas de América, con intervención del notario Anny Espinal la cual debidamente legalizada fue protocolizada por el escribano Carlos Falco en la ciudad de Montevideo el 9 de mayo de 2013. La redomiciliación de la sociedad resuelta por las referidas actas, fue aprobada por la Auditoría Interna de la Nación el 29 de marzo de 2016 (expediente 2013-5-3-0007087), inscripta en el Registro de Personas Jurídicas sección Registro Nacional de Comercio con el número 5074 el 4 de abril de 2016 y publicada en el Diario Oficial y en El Edicto, ambos el 19 de mayo de 2016. Como consecuencia de la redomiciliación operada la sucursal previamente constituida quedó sin efecto y todos los derechos y obligaciones que se encontraban a nombre de la Sucursal corresponden a la sociedad INTERNATIONAL OPERATIONS AND SERVICES S.A. que se rige al amparo de la Ley 15.921. **(iv)** Por Acta de Asamblea General Extraordinaria de Accionistas de la referida Sociedad, celebrada en la ciudad de Montevideo el 14 de diciembre de 2016, se resolvió modificar el nombre de la Sociedad por el actual de INTERNATIONAL OPERATIONS AND SERVICES (UY) S.A. Dicha reforma fue inscripta en el Registro de Personas Jurídicas sección Registro Nacional de Comercio con el número 1.792 el 15 de febrero de 2017, publicada en el Diario Oficial y en El Edicto el 22 de marzo de 2017. **(v)** Conforme el estatuto social: **(i)** el plazo de la sociedad se encuentra vigente al día de hoy; **(ii)** la representación de la sociedad le corresponde a dos directores cualesquiera actuando conjuntamente; y **(iii)** el capital está formado de títulos representativos de una o más acciones al portador. **III) (i)** Por Asamblea General Extraordinaria de Accionistas celebrada en la ciudad de Montevideo el 24 de octubre de 2016 se designó el siguiente Directorio: Presidente: Guillermo Wolf; Directores: Ana María García Menendez y Antonio Fabregat; únicos directores designados, vigentes en sus cargos al día de hoy, no luciendo copiadas al libro respectivo actas posteriores que modifiquen dicha designación. **(ii)** La indicada sociedad cumplió con lo establecido en los artículos 13 y siguientes de la Ley 17.904 habiendo comunicado la integración de su actual Directorio al Registro de Personas Jurídicas, Sección Registro Nacional de Comercio, con el número 15.024 el 3 de noviembre de 2016. **IV)** La Sociedad cumplió con lo dispuesto por la Ley 18.930 y por la Ley 19.484, habiendo comunicado sus accionistas y beneficiarios finales al Banco Central del Uruguay el 28 de setiembre de 2017 con el número ordinal 1785851, con intervención de la Escribana Alexandra Rovere. **V)** Tuve a la vista la documentación que acredita los extremos certificados. **EN FE DE ELLO**, a solicitud de parte interesada y para su presentación ante quien corresponda, expido el presente en tres fojas de Papel Notarial de Actuación de la Serie Fp Números 702035 a 702037, que sello, signo y firmo en

PAPEL NOTARIAL DE ACTUACIÓN

Fp Nº 702037

ESC. ANA LAURA OLIVEROS CANO - 17159/6

Montevideo el diecinueve de julio de dos mil dieciocho.-

ANA LAURA OLIVEROS CANO
ESCRIBANA PUBLICA

PODER JUDICIAL
TIMBRE REGISTRO DE TESTAMENTOS
Y LEGALIZACIONES ART 21 LEY 12.7..
$ 162
000064

$ 332,00
090016[18]

ARANCEL OFICIAL
Artículo 6
Honorarios $ 2UR
Notarial $ 332
Gremial $

REPUBLICA ORIENTAL DEL URUGUAY
SUPREMA CORTE DE JUSTICIA

LEGALIZACIONES

CERTIFICO QUE: ANA LAURA OLIVEROS CANO es Escribana Pública y la firma y signo que anteceden existentes en el Papel Notarial de Serie Fp Número 702037 guardan similitud con los que obran en el Registro de Firmas a cargo de la Suprema Corte de Justicia, estando en el ejercicio de su profesión a la fecha de la intervención notarial precedente. **EN FE DE ELLO**, a los efectos de su presentación ante el Ministerio de Relaciones Exteriores de la República Oriental del Uruguay, y asimismo, si correspondiere para su tramitación ante las Autoridades Consulares acreditadas en el país, que así lo aceptaren, expido el presente que signo, firmo y sello en la ciudad de Montevideo, el veintitres de julio de dos mil dieciocho.-

PODER JUDICIAL
INSP. GRAL. REGISTROS NOTARIALES

Esc. Claudia Santo Riccardi
Sub. Inspectora
Insp. Gral. de Reg. Notariales

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

MINISTERIO DE RELACIONES EXTERIORES

1.	País Country / Pays :	República Oriental del Uruguay
	El presente documento público This public document / Le présent acte public	
2.	**ha sido firmado por** has been signed by a été signé par	CLAUDIA SANTO RICCARDI..
3.	**quien actúa en calidad de** acting in the capacity of agissant en qualité de	ASESOR II ESCRIBANO
4.	**y está revestido del sello / timbre de** bears the seal / stamp of est revêtu du sceau / timbre de	INSPECCION GENERAL REGISTROS NOTARIALE

Certificado
Certified / Attesté

5.	**en** at / à	Montevideo	6.	**el día** the / le	24 de Julio de 2018
7.	**por** by / par	Centro de Atención Ciudadana Ministerio de Relaciones Exteriores			
8.	**bajo el número** Nº sous nº	**00018051948014Y**			
9.	**Sello / timbre:** Seal / stamp: Sceau / timbre :	MINISTERIO DE RELACIONES EXTERIORES Sección Legalizaciones	10.	**Firma:** Signature: Signature :	Elena Dorado Ministerio de Relaciones Exteriores

Documento Apostillado: Certificación Notarial

Esta Apostilla certifica únicamente la autenticidad de la firma, la calidad en que el signatario del documento haya actuado y, en su caso, la identidad del sello o timbre del que el documento público esté revestido.
Esta Apostilla no certifica el contenido del documento para el cual se expidió.
Esta Apostilla se puede verificar en la dirección siguiente: http://www.mrree.gub.uy.

This Apostille only certifies the authenticity of the signature and the capacity of the person who has signed the public document, and, where appropriate, the identity of the seal or stamp which the public document bears.
This Apostille does not certify the content of the document for which it was issued.
To verify the issuance of this Apostille, see http://www.mrree.gub.uy.

Cette Apostille atteste uniquement la véracité de la signature, la qualité en laquelle le signataire de l'acte a agi et, le cas échéant, l'identité du sceau ou timbre dont cet acte public est revêtu.
Cette Apostille ne certifie pas le contenu de l'acte pour lequel elle a été émise.
Cette Apostille peut être vérifiée à l'adresse suivante: http://www.mrree.gub.uy.

Translation no. 223/2018. Notarial certificate, INTERNATIONAL OPERATIONS AND SERVICES (UY) SOCIEDAD ANÓNIMA. ---------------

[Translation of document issued in three notarial stamped paper sheets series Fp, numbers 702035 to 702037, with Supreme Court legalization and apostille.] ---------------------------

Ana Laura Oliveros Cano, Notary Public - 17159/6 -------------

I, ANA LAURA OLIVEROS CANO, NOTARY PUBLIC, **HEREBY CERTIFY THAT**: **I) INTERNATIONAL OPERATIONS AND SERVICES (UY) SOCIEDAD ANÓNIMA** is a company duly organized and validly existing filed with the Taxpayers Registry of the General Revenue Service under number 21 420896 0018, domiciled in Montevideo with current registered office at Ruta 8, Kilómetro 17.500, Office 313, Free Trade Zone. **II) (i)** INTERNATIONAL OPERATIONS AND SERVICES (UY) SOCIEDAD ANÓNIMA was originally incorporated under the name International Operations and Services Corp in the Republic of Panama, and filed with the Public Registry of Panama in file 292890, roll 43777, image 199 on October 3, 1994. **ii)** By decision of the Extraordinary Meeting of Shareholders of the parent company held in Panama on August 27, 1999, executed as public deed by notary Rafael Fernández Lara on September 14, 1999, which upon legalization was duly entered in the notarial registry of notary public Alberto Vázquez Dendi on October 1, 1999, filed with the National Registry of Commerce under Number 2763, Folio 3713 of Book 2 on October 12, 1999, and published in the Official Gazette and *La Hoja Judicial*, both on November 19, 1999, it was resolved to open a branch in Uruguay under the name IOSC ZONA FRANCA

SUCURSAL URUGUAY, which was filed with the Taxpayers Registry of the General Revenue Service under number 21 420896 0018. **iii)** According to the Minutes of the General Meetings of Shareholders of INTERNATIONAL OPERATIONS AND SERVICES CORP. held on August 8, 2012 and February 12, 2013, with the attendance of shareholders representing 100% of the issued shares of the company, it was resolved to transfer the company and continue its existence as a company duly organized under, and according to, the laws of the Oriental Republic of Uruguay, and, consequently, to convert the said company into a Free Trade Zone user. In addition, by resolution of the hereinabove Meetings the name of the company was changed to INTERNATIONAL OPERATIONS AND SERVICES S.A. The Minutes dated August 8, 2012 were notarized in Panama by notary Luis Fraiz Docabo and filed with the Public Registry of Panama on entry 150479, volume 2012, on August 13, 2012. This notarial instrument, duly legalized, was entered in the notarial registry by notary public Carlos Falco in Montevideo on September 4, 2012. The Minutes of the meeting dated February 12, 2013 were signed in Florida, United States of America, and certified by notary Anny Espinal, which after being duly legalized were entered in the notarial registry by notary public Carlos Falco in the city of Montevideo on May 9, 2013. The redomiciliation of the company resolved as per the hereinabove minutes was approved by the Corporate Oversight Authority (*Auditoría Interna de la Nación*) on March 29, 2016 (file 2013-5-3-0007087), filed with the Register of Legal

Entities, National Registry of Commerce section under number 5074 on April 4, 2016, and published in the Official Gazette and *El Edicto* both on May 19, 2016. As a consequence of this redomiciliation, the branch previously established ceased to be active, and all rights and obligations attributable thereto were transferred over and correspond to the company INTERNATIONAL OPERATIONS AND SERVICES S.A., which is governed and regulated by the provisions of Law 15.921. **iv)** By resolution of the Extraordinary General Meeting of Shareholders of the hereinabove company held in the city of Montevideo on December 14, 2016, the name of the company was changed to its current name INTERNATIONAL OPERATIONS AND SERVICES (UY) S.A. This amendment was entered in the Register of Legal Entities, National Registry of Commerce section under number 1.792 on February 15, 2017, and published in the Official Gazette and *El Edicto* on March 22, 2017. **v)** Pursuant to the bylaws: **i)** according to its term, the company is a validly existing company as of the date hereof; **ii)** the company shall be represented by any two directors acting jointly; and **iii)** the share capital of the company is composed of certificates representing one or more bearer shares. **III)** **(i)** By resolution of the Extraordinary General Meeting of Shareholders held in the city of Montevideo on October 24, 2016, the following Board of Directors was appointed, to wit: Chairman: Guillermo Wolf; Directors: Ana Maria Garcia Menendez and Antonio Fabregat, only directors appointed, who hold their respective offices as of this date, there being no further subsequent records modifying the said appointments in the corresponding books. **(ii)** The company has complied with the provisions of sections 13 *et seq.* of Law 17.904 by informing the current composition of its Board of Directors to the Register of Legal Entities, National Registry of Commerce Section, under number 15.024 on November 3, 2016. **IV)** The company has complied with the provisions of Law 18.930 and Law 19.484 by informing the shareholders and ultimate beneficial owners to the Central Bank of Uruguay on September 28, 2017 under number 1785851, with certification by notary public Alexandra Rovere. **V)** I had before me the hereinabove documents, based on which this notarial certificate is issued. **IN FAITH WHEREOF**, upon request of the interested party and for them to be submitted to whom it may concern, I hereby issue these presents in three notarial stamped paper sheets Series Fp, numbers 702035 to 702037, which I seal, mark and sign in the city of Montevideo on July 19, 2018. ---------------------

[Illegible signature and mark] [Notarial seal:] Ana Laura Oliveros Cano, Notary Public ---------------------------------

[Notarial stamps and reference to fees paid] -----------------

[Stamp with round seal:] Judiciary, Inspectorate General of Notarial Records, Wills and Legalizations --------------------

[Legalization by the Supreme Court] --------------------------

[Round seal linking the legalization to the notarial certificate:] Judiciary, Inspectorate General of Notarial Records, Wills and Legalizations ----------------------------

ORIENTAL REPUBLIC OF URUGUAY, SUPREME COURT OF JUSTICE -------

LEGALIZATIONS --

I HEREBY CERTIFY THAT: ANA LAURA OLIVEROS CANO is a notary public, that the above signature and mark affixed on notarial stamped paper sheet Series Fp number 702037 are the same as the sample signature and mark filed with the Register of Signatures of the Supreme Court of Justice, and that the said notary public was duly qualified and authorized to act as such at the time of issuing the hereinabove notarial certificate. **IN FAITH WHEREOF**, for the purposes of being submitted to the Ministry of Foreign Affairs of the Oriental Republic of Uruguay and, if applicable, to the Consular Authorities accredited in the country that may accept it, I hereunto set my hand and official seal in the city of Montevideo on July 23, 2018. --

[Illegible signature and mark] Claudia Santo Riccardi, Notary Public. Deputy Inspector, Inspectorate General of Notarial Records --

[Round seal:] Judiciary, Inspectorate General of Notarial Records, Wills and Legalizations ----------------------------

[Apostille] --

[Round seal linking the apostille to the legalization by the Supreme Court of Justice:] Ministry of Foreign Affairs, Department of Consular Affairs, Legalizations Section --------

[Coat of Arms of the Oriental Republic of Uruguay] -----------

Ministry of Foreign Affairs, Oriental Republic of Uruguay ----

APOSTILLE, Convention de La Haye du 5 octobre 1961------------

1. Country: Oriental Republic of Uruguay---------------------

This public document--

2. **has been signed by** Claudia Santo Riccardi------------------

3. **acting in the capacity of** Advisor II, Notary Public--------

4. **bears the seal/stamp of** the Inspectorate General of Notarial Records---

Certified---

5. **at** Montevideo--

6. **the** 24th day of July, 2018---------------------------------

7. **by** Citizen Service Center, Ministry of Foreign Affairs-----

8. **No.**: 00018051948014Y---------------------------------------

9. **Seal/stamp**: Ministry of Foreign Affairs, Department of Consular Affairs, Legalizations Section----------------------

10. **Signature**: [illegible signature] Elena Dorado, Ministry of Foreign Affairs ---

Apostilled document: notarial certificate --------------------

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The undersigned sworn/certified translator hereby declares the foregoing, the copy of which is registered under no. 223/2018 in her private file, to be a faithful and complete translation into English of the corresponding document written in Spanish. Montevideo, July 25, 2018.-----------------------------------

Alejandra Modernel Bidegain
Traductora pública

CAJA DE JUBILACIONES Y PENSIONES DE PROFESIONALES UNIVERSITARIOS
$ 170 PESOS URUGUAYOS TIMBRE LEY 17.738
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