

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : PAUL SALVER, P.A.
Account Number : I20020000087
Phone : (954)389-1333
Fax Number : (954)389-1397

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
ARTKEY S.A CORP**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

2022 JAN 19 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2022 JAN 19 PM 5:19

FILED

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ARTKEY S.A. CORP

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:

DANIELLA SANTANA

Name of Person

SALVER & COOK LLP

Firm/Company

2721 EXECUTIVE PARK DRIVE, SUITE 4

Address

WESTON/FL 33327

City/State and Zip code

D.SANTANA@ENDOTECHUSA.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DANIELLA SANTANA

at (954) 3891333

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☒ \$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

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(((H22000022061 3)))

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. Arkey 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 3. _____
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 11/24/2020 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
6. 01/03/2022
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 2800 Biscayne Blvd, Suite 310 Miami-FI 33137
(Principal office street address)
- (Current mailing address, if different)

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

Name: Salver & Cook LLP

Office Address: 2721 Executive Park Drive, Suite 4

Weston, Florida 33331
(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, 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. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

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TALLAHASSEE, FLORIDA

((H22000022061 3)))

A. DIRECTORS

☐ Chairman Name: Jaime Orencio Lores Diaz
☐ Vice Chairman Address: 2800 Biscayne Blvd, Suite 310
☐ Director Miami-FI 33137
☒ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

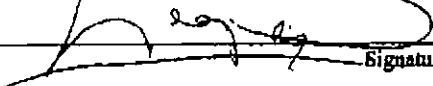
☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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 §.817.155, F.S.

13. Jaime Orencio Lores Diaz
 (Typed or printed name and capacity of person signing application)

((H22000022061 3)))



DRG Translations

[Translation from Spanish into English]



Republic of Uruguay
Department of Finance and Economics

NOTARIZED PAPER

FZ. N° 528488

Notary Public Carolina Reyes Hornes- 16269/4



National Internal Audit Office

ARTICLES OF INCORPORATION: In the city of Montevideo on the twenty fourth day of November in the year two thousand twenty, there gathered Gabriela Silvana Matteo Coito, holder of identity card N° 3.321.504-8, married in first nuptials to Yenrid Casaravilla, domiciled in Niña 1947 of this city, and Marcelo Rozemblum Cukierman, holder of identity card N° 1.639.114-2, single, domiciled in Pereira de la Luz 1276/301 of this city. Both Uruguayan citizens and of legal age, hereby authorize the following Bylaws:

ARTICLE 1. NAME. The company ARTKEY SOCIEDAD ANONIMA is hereby established.

ARTICLE 2. TERM. Its term of duration shall be one hundred years as of this date.

ARTICLE 3. DOMICILE. It shall be domiciled in Montevideo and may have special domiciles and all kinds of branches in the country or abroad.

ARTICLE 4. PURPOSE. Its purpose is: A) To process and sell in all its forms, merchandise, goods, lease of property, works and services in the fields of and related to: food, home and office supplies, automotive, bar, bazar, rubber, communication, construction, cosmetics, leather, sports, publishing, electronics, electrical engineering, education, entertainment, pharmacy, hardware, photography, hotels, printing, information technology, jewelry, toys, wool, laundry, library, cleaning, wood, machinery, naval, mechanics, metallurgy, mining, music, engineering works, optical, paper, perfumes, fishing, plastics, press, advertising, chemistry; professional, technical and administrative services, tobacco, television, textiles, transportation, tourism, transferable securities, clothing, veterinary, glass. B) Imports, exports, representations, commissions, and consignments. C) Purchase, sale, lease, administration, construction, and all kinds of transactions related to real property. D) Farming, forestation, fruit growing, citrus growing and its derivatives. E) Participate, establish, or acquire companies operating in the abovementioned industries.

ARTICLE 5. CAPITAL AND SHARES. The capital, represented by one or more transferable registered share certificates with a par value of \$1 (one Uruguayan Peso) each, shall be \$120,000 (one hundred twenty thousand Uruguayan Pesos).



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The capital may be increased by Special Shareholders' Meeting without the need of administrative approval (Article 284 of Law 16,060 as drafted in Article 59 of Law 17,243 of June 29, 2000). The Shareholders' Meeting may delegate decisions as to timing of issuance and payment terms and conditions to the Board of Directors or Administrators, as the case may be.

ARTICLE 6. Shareholders shall have preference in the subscription and payment of shares proportionally to the shares they hold.

ARTICLE 7. SHAREHOLDERS' MEETINGS. Shareholders' Meetings shall be held by shareholders, assembled under the conditions provided by the law and the bylaws, at the corporate office or anywhere else in the same locality. The resolutions, on matters within their competence, shall be binding on all shareholders, even those dissenting or absent. They must be executed by the governing body.

ARTICLE 8. TYPES. Shareholders' Meetings may be Regular, Extraordinary or Special.

ARTICLE 9. COMPETENCE OF REGULAR SHAREHOLDERS' MEETINGS. Regular Shareholders' Meetings shall be competent to discuss and solve the following matters: 1) General Balance Sheet (balance sheet and income statement), proposal for profit distribution, annual report and report by the controllers or auditing committee, and all other measures related to the company's management to be solved according to the law and the articles of incorporation, or which are submitted for its decision by the Administrator or Board of Directors, and the control board or auditing committee. 2) Appoint or remove the administrator, directors, controllers, or members of the auditing committee, and establish their remuneration. 3) Responsibilities of the administrator, or the directors, and the controllers or members of the auditing committee.

ARTICLE 10. COMPETENCE OF SPECIAL SHAREHOLDERS' MEETINGS. Special Shareholders' Meetings shall be competent to decide on all matters not within the competence of the Regular Shareholders' Meeting, and in particular: 1) Any amendment to the articles of incorporation. 2) Capital increase in the case established in Article 284 of Law 16,060. 3) Capital replenishment. 4) Redemption, reimbursement, and amortization of shares. 5) Merger, transformation, and demerger. 6) Dissolution, appointment, removal and remuneration of the liquidator (s) and others as provided in Article 179 of Law 16,060. 7) Issuance of debentures and beneficiary shares and their conversion into shares. 8) Limitations or suspensions of preferential rights according to Article 330 of Law 16,060. In addition, it shall also be responsible for solving all matters that while being within the competence of the Regular Meeting, must be resolved urgently.

ARTICLE 11. HOLDING SESSION AND NOTICE OF A MEETING, TIMING AND TERMS. a) The Regular Shareholders' Meeting shall be held within one hundred eighty days of the year-end closing date. The Special Meetings shall be held at any time deemed necessary or convenient. b) They shall be called by the governing or supervisory body. Shareholders representing at least 20% of the capital stock, may request such bodies to call meetings. The request shall indicate the topics to be discussed. The governing or supervisory body shall call the Meeting to be held at the most within 40 days following receipt of the request. If the



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abovementioned bodies fail to do so, the call to meeting may be made by any director or member of the auditing committee, or by the state supervisory body or judicially. If the company were to be in liquidation, calls to meetings shall be made by the liquidating body; in the event of its failure to do so, the provisions of the previous paragraph shall apply. c) The notice of a meeting must be published for 3 days in the Official Gazette and in another newspaper, at least 10 business days in advance and not more than 30 calendar days. It must include reference to the nature of the meeting, date, place, time of the meeting and agenda. On **second notice of a meeting**, due to failure on first notice, the meeting must be held within the 30 following calendar days, and similar publications are to be made as on first notice. However, both notices may be given simultaneously, with the possibility of scheduling the meeting on second notice for one hour later, on the same day.

ARTICLE 12. UNANIMOUS SHAREHOLDERS' MEETING. The Meeting may be held without publication of notice when the shareholders representing the totality of the capital stock are in attendance.

ARTICLE 13. To attend the meeting, shareholders must deposit with the company, their shares or a certificate of deposit issued by a financial intermediation entity, a stockbroker, a judicial depository, or other individuals, in which case the corresponding notarial certificate shall be required. The company shall issue the necessary receipts required to be admitted at the Meeting. The Stock Ledger shall be opened five business days prior to the meeting and shall be closed upon starting the meeting. Each share shall give the right to one vote.

ARTICLE 14. Shareholders may be represented at the meetings. The following individuals cannot represent at the meetings: the administrator, the directors, controllers, members of the auditing committee, managers, or other employees of the company. Issuance of a proxy as a private instrument, with notarized signature, shall suffice. It may be granted by simple letter proxy, without notarization of signature, telegram with acknowledgement of receipt, cable, telex, or fax when it's for a single meeting.

ARTICLE 15. CHAIR OF SHAREHOLDERS' MEETINGS. Meetings shall be presided over by an Administrator, President of the Board of Directors, or alternate thereof, and in its absence, by the person appointed by the Meeting. The President shall be assisted by a Secretary appointed by the attending shareholders. When the Shareholders' Meeting is called by a judge or the State Supervising Body, it shall be presided over by the person appointed by the same. Minutes must be signed within five days by the President and the shareholders appointed for such purpose.

ARTICLE 16. QUORUM. The Regular Shareholders' Meeting shall be established on first notice and the number of shareholders representing half plus one of the shares with the right to vote must be present. On second notice, it shall be established with whatever number of shareholders are present. The Special Shareholders' Meeting shall meet on first notice with the presence of shareholders representing 60% of the shares with the right to vote. On second notice, it shall be established with the attendance of shareholders representing 40% of the shares with the right to vote. If the latter quorum is not achieved, a new meeting shall be called to discuss the same agenda and shall hold session regardless of the number of shareholders present.



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ARTICLE 17. RESOLUTIONS. The resolutions of the Meetings shall be adopted by an absolute majority of votes of shareholders present, unless the law requires a larger number. Those abstaining from voting or voting blank, shall be considered votes against.

ARTICLE 18. ADMINISTRATION AND REPRESENTATION. Administration of the company shall be the responsibility of the Administrator or Board of Directors. The Shareholders' Meeting shall decide on one form of administration or the other and the number of board members.

ARTICLE 19. The administrator or directors shall be appointed annually at the Shareholders' Meeting.

ARTICLE 20. The Board of Directors shall be called by the President or two members; however, any directors may require a call to meeting, being the President or two members responsible for making the call within the fifth business day of receiving the request; failing to do so, it may be called by any of its members. It shall hold session with the presence of half plus one of its members, and the directors, in case of absence, may authorize others to vote on their behalf. It shall resolve upon the favorable vote of a simple majority of votes present.

ARTICLE 21. Appointees may be individuals or legal entities, being shareholders or not, competent to engage in business, and not prohibited or disqualified from the same. The administrator or directors may be reelected, shall hold office until their successors take office and shall cease to hold office in the event of grounds for incapacity, prohibition, or disqualification.

ARTICLE 22. The administrator or the Board members, if individuals, shall hold office personally. In case of legal entities, they shall act through the individual they appoint and may substitute the same as deem appropriate.

ARTICLE 23. By the unanimous vote of its members, it may: a) Distribute or redistribute posts. b) Fill vacancies, temporarily or permanently. Notwithstanding the foregoing, the Shareholders' Meeting may appoint up to three alternates for each director, to replace same in case of a temporary or permanent vacancy in the post, for the duration thereof. c) Revaluation of assets.

ARTICLE 24. REPRESENTATION. The Administrator, President, or Vice-president, indistinctively or two directors acting jointly, shall represent the company.

ARTICLE 25. The Administrator or Board of Directors, where appropriate, shall have unlimited powers for administration of the company and the disposal of its assets; by way of example, they may: a) Purchase, sell, mortgage, pledge, give in antichresis, lease, manage and trade all kinds of personal and real property. b) Give or receive loans, in compliance with the legal policies to receive securities from the mortgage bank (Banco Hipotecario). c) Grant general or special powers. d) Accept or grant personal or real guarantees. e) Address the court in accordance with the provisions of Article 39.1 of the General Code of Procedure. f) Distribute provisional dividends in accordance with Law 16,060 which must be ratified by the first shareholders' meeting to be established.



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ARTICLE 26. CONTROLLERSHIP. The Shareholders' Meeting may create a control board and appoint its preferential holders and alternates or others, at the request of shareholders representing 20% of the capital stock, even if this is not part of the agenda. Such controllership shall continue until a new meeting decides to eliminate the same.

ARTICLE 27. Each founder contributes \$15,000 (Fifteen thousand Uruguayan Pesos) and subscribes \$30,000 (Thirty thousand Uruguayan Pesos).

The company shall act as of this date by adding "incorporation pending" after its name. The founders, individually and up to the appointment of the first Board of Directors, shall have the authority of same.

ARTICLE 28. TRANSITORY PROVISIONS. To process the incorporation of the company and registrations before the corresponding offices, each founder is authorized individually, Marcelo Rozemblum, holder of ID Card 1.639.114-2, and/or Silvia Minasian, holder of ID card 1.567.094-3, and/or Paula Cano, holder of ID card 4.018.119-3, and/or Florencia Cardozo, holder of ID card 4.709.134-5, who may receive objections and respond to any observation raised.

We hereby request a notarial attestation of the signatures at the bottom of this document.

[signed illegible]

[stamp] 1 notarized paper follows
Series TZ N° 528265
[signed] Carolina Reyes
Public Notary



DRG Translations

CERTIFICATE OF ACCURACY

State of Florida
County of Miami-Dade

I, Ruth Gorwitz, a certified translator, being duly sworn, depose and say: That I am familiar with both the Spanish and English languages.
That I have made the attached translation from the annexed document in the English language and hereby certify that the same is a true and complete translation to the best of my knowledge, ability and belief.



A handwritten signature in black ink, appearing to read "Ruth Gorwitz".

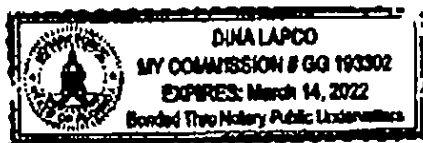
Ruth Gorwitz
ata associate member # 244064

State of Florida
County of Miami-Dade

THE FOREGOING INSTRUMENT was acknowledged before me by Ruth Gorwitz, who is personally known to me and who did take an oath.
WITNESS my hand and official seal in the State and County last aforesaid this 27th day of December of 2021.

A handwritten signature in black ink, appearing to read "Dina Lapco".

Notary Public
Type name: Dina Lapco
Commission N°: GG 193302





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Republic of Uruguay
Department of Finance and Economics

NOTARIZED PAPER

FZ. N° 528492

Notary Public Carolina Reyes Hornes- 16269/4



National Internal Audit Office

CAROLINA REYES HORNES, PUBLIC NOTARY, hereby certifies that: I) The abovementioned signatures are authentic and belong to the following individuals, who I know and are of sound mind, **GABRIELA SILVANA MATTEO COITO** and **MARCELO ROZEMBLUM CUKIERMAN**, Uruguayan citizens, of legal age, with personal information as written in the previous document and who, upon reading the document, authorized it and signed it before me on the date and place indicated. II) The document used and subscribed is one of the models available on the website of the National Internal Audit Office. IN WITNESS WHEREOF, at the request of the abovementioned, I issue the document herein and affix my signature and seal in Montevideo on the twenty fourth day of November in the year two thousand twenty.

/signed/ Carolina Reyes

Public Notary

[There appears a dully canceled stamp which reads as follows:

Total amount 18.5%	9,292.00
Union fund	0.00
FRL	0.00
Sanction fee	0.00
FRL fee	0.00
Total	9,292.00

Notary: Carolina Reyes

7-5-600490

Month 11

Year 20

barcode]



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Republic of Uruguay
Department of Finance and Economics

NOTARIZED PAPER

FZ. N° 809041

Notary Public Carolina Reyes Homes- 16269/4



National Internal Audit Office

CAROLINA REYES HORNES, PUBLIC NOTARY, hereby certifies that: I) The Uruguayan company by the name of "ARTKEY SOCIEDAD ANONIMA" is registered in the Sole Tax Registry under the supervision of the General Revenue Department under number 21 881101 0010.

IN WITNESS WHEREOF, at the request of the interested party and to be presented before the Registry of Legal Entities, Business Section, I issue the document herein and affix my signature and seal in Montevideo on the twenty second day of December in the year two thousand twenty.

/signed/ Carolina Reyes

Public Notary



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File N° 2020-5-3-0003886

FILE N° 2020-5-3-0003886

National Internal Audit Office
Office: NIA office
Date: 01/14/2021 21:56:45
Type: Signature

Montevideo on January 14, 2021

WHEREAS: The motion to approve the bylaws presented by ARTKEY SOCIEDAD ANONIMA;

THEREFORE: I) That upon reviewing the articles of incorporation, there were no further comments on the text submitted.

II) That there are no objections on the compliance of the capital subscription and payment established in Article 280 of Law N° 16.060 of September 4, 1989.

CONSIDERING: I) That this approval does not imply a declaration regarding industrial property that will eventually involve the company's name (Article 12 of Law 16.060).

II) That in reference to the capital payment, the founders shall have the responsibilities established in Articles 256 and 257 of Law 16.060.

IN VIEW OF: the declarations made by the Division of Companies and the regulations in Articles 252, 253, 280, 409 and the provisions of Law 16.060. of September 4, 1989.

The National Internal Auditor

RULES:

1° APPROVE: The bylaws of **ARTKEY SOCIEDAD ANONIMA**.

2° DECLARE: That the company has complied and approved before this Audit office, the minimum capital subscriptions and payments required by Article 280 of Law 16.060, as expressed in the notarial certificate of Notary Public Carolina Reyes Hornes dated November 24, 2020.

3° Notify and issue an authentic copy of the original in an electronic format of this resolution and the document referred to under number 1°) for registration in the Registry of Legal Entities, National Commerce Registry Section. A notarized copy shall issue and filed.

Signer:
National Internal Auditor – Pablo J. Morelli

Daniel Ignacio de Leon Bonfrisco

Folio N° 22



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31394556

DEPARTMENT OF EDUCATION AND CULTURE
GENERAL DIVISION OF RECORDS
Number 1440

A document with the following characteristics, has been registered under number 1440 at the:

Registry of Legal Entities on 02/03/2021 at 11:06:34:

Notary/Issuing party
REYES HORNES CAROLINA

Company: Incorporation
Certification: Final

For the only purpose of binding the document with the one herein, the following:

Company ARTKEY SA TIN: 218811010010

Conditional order: A Priority Reserve was presented under N° _____ date _____

Tax inspection

Law 16170 Article 626 Receipt N° _____ date _____

Registration fee: 2530

/signed/ Maria Julia Marquez

Registrar- Professional A Grade 14 Director

Valid until: _____

Final: _____

[End of Translation]