F22000003570

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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2022 MAY 11 PM 1:51

TALLAHASSEE, FL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PROCAPS GROUP S.A.
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:

Ana Cortez
Name of Person

Procaps Group S.A./Sofgen Pharmaceuticals LLC
Firm/Company

21500 Biscayne Boulevard, Suite 600
Address

Aventura, Fl 33180
City/State and Zip code

anac@sofgenpharma.comana
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ana Cortez (Name of Person) at (754) (Area Code) 260-6479 (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

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

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

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

3. _____
(FEI number, if applicable)

4. April 8th 2021
(Date of incorporation)

5. _____
(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. 9 rue de Bitbourg, 1273, Luxembourg
(Principal office street address)

_____
(Current mailing address, if different)

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

Name: Diana Correa

Office Address: 21500 Biscayne Boulevard, Suite 600

Aventura, Florida 33180
(City) (Zip code)

2022 MAY 11 PM 1:51

TALLAHASSEE, FL

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.

Diana Correa
(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]:

A. DIRECTORS

☐Chairman Name: Ruben Minski
☐Vice Chairman Address: Calle 80 No. 78B 201
■Director Barranquilla, Colombia
☐President
☐Vice President
☐Secretary ☐Treasurer
☐Other ☐Other

☐Chairman Name: Kyle P. Bransfield
☐Vice Chairman Address: 1425 Brickell Ave, 57B,
■Director Miami, Fl 33131
☐President
☐Vice President
☐Secretary ☐Treasurer
☐Other ☐Other

☐Chairman Name: Luis Fernando Castro
☐Vice Chairman Address: Calle 77 no. 59-35
■Director Oficina 1303, Barranquilla, Colombia
☐President
☐Vice President
☐Secretary ☐Treasurer
☐Other ☐Other

☐Chairman Name: Daniel Fink
☐Vice Chairman Address: 1425 Brickell Ave, 57B,
■Director Miami, Fl 33131
☐President
☐Vice President
☐Secretary ☐Treasurer
☐Other ☐Other

☐Chairman Name: Jose Minski
☐Vice Chairman Address: 21500 Biscayne Boulevard
■Director suite 600, Aventura, Fl 33180
☐President
☐Vice President
☐Secretary ☐Treasurer
☐Other ☐Other

☐Chairman Name: Alejandro Weinstein
☐Vice Chairman Address: 21 Chesham Place, London
■Director United Kingdom
☐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 s.817.155, F.S.

13. Patricio Vargas - Delegate to daily Management
(Typed or printed name and capacity of person signing application)

A. DIRECTORS

☐Chairman Name: David Yanovich
☐Vice Chairman Address: Cra 10 - 97A-13
■Director Torre B, Oficina 201, Bogota, Colombia
☐President
☐Vice President
☐Secretary ☐Treasurer
☐Other ☐Other

☐Chairman Name: Camilo Camacho
☐Vice Chairman Address: Calle 80 # 78 B-201
☐Director Barranquilla, Colombia
☐President
☐Vice President
☐Secretary ☐Treasurer
■Other Daily managemen ☐Other

☐Chairman Name: Carlos Piocuda
☐Vice Chairman Address: Calle 80 No. 78B -201
☐Director Barranquilla, Colombia
☐President
☐Vice President
☐Secretary ☐Treasurer
■Other Daily managemen ☐Other

☐Chairman Name: Patricio Vargas
☐Vice Chairman Address: 21500 Biscayne Boulevard,
☐Director Suite 600, Aventura, Fl 33180
☐President
☐Vice President
☐Secretary ☐Treasurer
■Other Daily managemen ☐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 s.817.155, F.S.

13. Patricio Vargas - Delegate to the daily management
(Typed or printed name and capacity of person signing application)

Luxembourg, 28th April 2022

The undersigned Pascal Léonard, a sworn translator approved by the Luxembourg Court of Justice by Ministerial Decree on 15th February 2006 in accordance with the Law of 7th July 1971 hereby certifies that the translation of the appended document corresponds in content and form to the original version presented and on the basis of which this translation was carried out.

☞ In the event of litigation, the original version prevails.

Pascal Léonard

Sworn translator

ADDRESS:

Léonard Pascal
84, rue Charles Darwin
L-1433 Luxembourg

Tél. 352 26 02 83
pascal.leonard@abc.lu

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

LUXEMBOURG TRADE REGISTER (RCS)

RCS

REGISTRE DE COMMERCE
ET DES SOCIÉTÉS

EXTRACT

Procaps Group, S.A.
Registration number: **B253360**

Date of registration:
08/04/2021

Corporate name(s):
Procaps Group, S.A.

Legal form:
Public Limited Company (société anonyme)

Registered office:

Number	Street
9	rue de Bitbourg
Postal code	Place
1273	Luxembourg

Company's object:
The purpose of the Company is the holding of participations in any form whatsoever in Luxembourg and foreign companies and in any other form of investment, the acquisition by purchase, subscription or in any other manner as well as the transfer by sale, exchange or otherwise of securities of any kind and the administration, management, control and development of its portfolio. The Company may grant loans to, as well as guarantees or security for the benefit of third parties to secure its obligations and obligations of other companies in which it holds a direct or indirect participation or right of any kind or which form part of the same group of companies as the Company, or otherwise assist such companies. The Company may raise funds through borrowing in any form or by issuing any kind of notes, securities or debt instruments, bonds and debentures and generally issue securities of any type. The Company may invest in real estate, intellectual property rights and any other movable or immovable assets in any kind of form. The Company may carry out any commercial, industrial ...

Corporate capital

Type	Amount	Currency	Status
Fix	1,213,241.83	US Dollar	Fully paid-up

Incorporation Date:
29/03/2021

Duration:
Unlimited

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

Financial year

First fiscal year or shortened financial year		Fiscal year	
From	Until	From	Until
29/03/2021	31/12/2021	01/01	31/12

NACE Code [1]

64.202
Financial Holdings (Soparfi)

Director(s)/Manager(s):

Statutory signature requirements:
The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole director, or, if the Company has several directors, by the joint signature of any two (2) directors, or by the joint signature of one (1) Class A Director and one (1) Class B Director if applicable or (ii) by the joint signature or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of directors within the limits of such delegation.

MINSKI Ruben

Name	First name(s)
MINSKI	Ruben

Registered office

Number	Street	
No. 78B-201	Calle 80	
Postal code	Place	Country
80020	Barranquilla, Atlantico	Colombia

Type of mandate

Post
Director

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
29/03/2021	Determined	2022

BRANSFIELD Kyle P.

Name	First name(s)
BRANSFIELD	Kyle P.

Registered office

Number	Street	
1425	Brickell Ave.	
Floor		
#57B		
Postal code	Place	Country
FL33131	Miami	United States of America

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

Type of mandate

Body	Post
Board of Directors	Director

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
28/09/2021	Determined	2022

CASTRO Luis Fernando

Name	First name(s)
CASTRO	Luis Fernando

Registered office

Number	Street	
59-35	Calle 77	
Building		Floor
Centro Empresarial Las Americas 3		Oficina 1303
Postal code	Place	Country
Not registered	Barranquilla	Colombia

Type of mandate

Body	Post
Board of Directors	Director

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
28/09/2021	Determined	2022

FINK Daniel W.

Name	First name(s)
FINK	Daniel W.

Registered office

Number	Street	
1425	Brickell Ave.	
Floor		
#57B		
Postal code	Place	Country
FL33131	Miami	United States of America

Type of mandate

Body	Post
Board of Directors	Director

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
28/09/2021	Determined	2022

MINSKI Jose

Name	First name(s)
MINSKI	Jose

Registered office

Number	Street	
21500	Biscayne Boulevard	
Floor		
Suite 600		
Postal code	Place	Country
FL33180	Aventura	United States of America

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

Type of mandate

Body	Post
Board of Directors	Director

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
28/09/2021	Determined	2022

WEINSTEIN Alejandro

Name	First name(s)
WEINSTEIN	Alejandro

Registered office

Number	Street	
21	Chesham Place	
Postal code	Place	Country

Type of mandate

Body	Post
Board of Directors	Director

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
28/09/2021	Determined	2022

YANOVICH David

Name	First name(s)
YANOVICH	David

Registered office

Number	Street
97A-13	Cra. 10
Building	**Floor**
Torre B	Oficina 201

Postal code	Place	Country
Not registered	Bogota	Colombia

Type of mandate

Body	Post
Board of Directors	Director

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
28/09/2021	Determined	2022

Delegate(s) to the daily management

Statutory signature requirements:

The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole director, or, if the Company has several directors, by the joint signature of any two (2) directors, or by the joint signature of one (1) Class A Director and one (1) Class B Director if applicable or (ii) by the joint signature or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of directors within the limits of such delegation. Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such power may have been delegated, acting individually or jointly in accordance within the limits of such delegation.

CAMACHO PEREZ Manuel Camilo

Name	First name(s)
CAMACHO PEREZ	Manuel Camilo

Registered office

Number	Street	
78B-201	Calle 80	
Postal code	Place	Country
Not registered	Barranquilla, Atlantico	Colombia

Type of mandate

Post

Delegate to the daily management

Duration of mandate

Date of appointment	Duration of mandate
22/10/2021	Undetermined

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

4/6

MINSKI Ruben

Name	First name(s)
MINSKI	Ruben

Registered office

Number	Street
99b	CRA 55

Floor
24 Apt

Postal code	Place	Country
1003	Barranquilla	Colombia

Type of mandate
Post
Director – Delegate to the daily management

Duration of mandate

Date of appointment	Duration of mandate
28/09/2021	Undetermined

PIOCUDA RUSSO Carlos Alberto

Name	First name(s)
PIOCUDA RUSSO	Carlos Alberto

Registered office

Number	Street	
78B-201	Calle 80	
Postal code	Place	Country
Not registered	Barranquilla, Atlantico	Colombia

Type of mandate
Post
Delegate to the daily management

Duration of mandate

Date of appointment	Duration of mandate
22/10/2021	Undetermined

VARGAS MUÑOZ Patricio Alejandro

Name	First name(s)
VARGAS MUÑOZ	Patricio Alejandro

Registered office

Number	Street	
21500	Biscayne Boulevard	

Floor
Suite 600

Postal code	Place	Country
33180	Aventura, Florida	United States of America

Type of mandate
Post
Delegate to the daily management

Duration of mandate

Date of appointment	Duration of mandate
22/10/2021	Undetermined

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

5/6

General Manager/ Executive Committee

Statutory signature requirements:

The Company shall be bound towards third parties in all circumstances (i) by the signature of the sole director, or, if the Company has several directors, by the joint signature of any two (2) directors, or by the joint signature of one (1) Class A Director and one (1) Class B Director if applicable or (ii) by the joint signature or the sole signature of any person(s) to whom such signatory power may have been delegated by the board of directors within the limits of such delegation. Within the limits of the daily management, the Company shall be bound towards third parties by the signature of any person(s) to whom such power may have been delegated, acting

Person(s) in charge of the audit of accounts

[2] Deloitte Audit

Registration number in RCS	Corporate name
B67895	Deloitte Audit

Legal Form
Private Limited Company (société à responsabilité limitée)

Registered Office

Number	Street	
20	Boulevard de kockelscheuer	
Postal Code	Place	Country
1821	Luxembourg	Luxembourg

Type of mandate
Chartered auditor

Duration of mandate

Date of appointment	Duration of mandate	Until the general meeting, which will take place in
28/09/2021	Determined	2022

Certified extract [3] **Luxembourg, 22/04/2022**

For the official in charge of the Register of Trade and Companies

Michel Kill

[1] Information updated monthly based on article 12§3 of the law modified of 19 December 2002 regarding the register of trade and companies and the accounting practices and annual accounts of companies.

[2] The registration was made pursuant to the law of 27/05/2016 on the reform of the legal publication system for companies and associations.

[3] In application of article 21, paragraph 2, of the law of the 19 December 2002 regarding the register of trade and companies and the accounting practices and annual accounts of companies and article 21 of the regulations of the Grand Duchy of Luxembourg of the 23 January 2003, in execution of the law of the 19 December 2002, the present company registration certificate covers at least the updated situation regarding information submitted to the register of trade and companies until three days before the date of issue of this certificate. If the register of trade and companies has been notified of a modification in the interim, it may not have been taken into account when the extract was issued.

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

RCS

REGISTRE DE COMMERCE
ET DES SOCIÉTÉS

EXTRAIT

Procaps Group, S.A.

Numéro d'immatriculation : **B253360**

Date d'immatriculation

08/04/2021

Dénomination ou raison sociale

Procaps Group, S.A.

Forme juridique

Société anonyme

Siège social

Numéro	Rue
9	rue de Bitbourg
Code postal	**Localité**
1273	Luxembourg

Objet social

Extrait de l'inscription : Pour le détail prière de se reporter au dossier

La Société a pour objet social la détention de participations, sous quelque forme que ce soit, dans des sociétés luxembourgeoises et étrangères et de toute autre forme de placement, l'acquisition par achat, souscription ou de toute autre manière, de même que le transfert par vente, échange ou toute autre manière de valeurs mobilières de tout type, ainsi que l'administration, la gestion, le contrôle et la mise en valeur de son portefeuille de participations. La Société peut également accorder des prêts, ainsi que des garanties, des sûretés, au profit de tiers afin de garantir l'exécution de ses obligations ou d'obligations d'autres sociétés dans lesquelles elle détient une participation directe ou indirecte ou un droit de quelque nature que ce soit ou qui font partie du même groupe de sociétés que la Société, ou assister ces sociétés de toute autre manière. La Société peut lever des fonds en faisant des emprunts sous toute forme ou en émettant toute sorte d'obligations, de titres ou d'instruments de dettes, d'obligations garanties ou non garanties, et d'une manière générale en émettant des valeurs mobilières de tout type. La Société peut investir dans des biens immobiliers, des droits de propriété intellectuelle et tout autre actif mobilier ou immobilier sous quelque forme que ce soit. La Société peut exercer toute activité de nature commerciale, industrielle...

Capital social / Fonds social

Type	Montant	Devise	Etat de libération
Fixe	1 213 241,83	Dollar des Etats-Unis	Total

Date de constitution

29/03/2021

Durée

Illimitée

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

Adresse privée ou professionnelle

Numéro: 59 - 35
Rue: Calle 77
Bâtiment: Centro Empresarial Las Americas 3
Etage: Oficina 1303
Code postal: non inscrit
Localité: Barranquilla
Pays: Colombie

Type de mandat

Organe: Conseil d'administration
Fonction: administrateur

Durée du mandat

Date de nomination: 28/09/2021
Durée du mandat: Déterminée
jusqu'à l'assemblee générale qui se tiendra en l'année: 2022

FINK Daniel W.

Nom: FINK
Prénom(s): Daniel W.

Adresse privée ou professionnelle

Numéro: 1425
Rue: Brickell Ave.
Etage: #57B
Code postal: FL 33131
Localité: Miami
Pays: Etats Unis d'Amérique

Type de mandat

Organe: Conseil d'administration
Fonction: administrateur

Durée du mandat

Date de nomination: 28/09/2021
Durée du mandat: Déterminée
jusqu'à l'assemblée générale qui se tiendra en l'année: 2022

MINSKI Jose

Nom: MINSKI
Prénom(s): Jose

Adresse privée ou professionnelle

Numéro: 21500
Rue: Biscayne Boulevard
Etage: Suite 600
Code postal: FL 33180
Localité: Aventura
Pays: Etats Unis d'Amérique

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

Type de mandat

Organe: Conseil d'administration
Fonction: administrateur

Durée du mandat

Date de nomination: 28/09/2021
Durée du mandat: Déterminée
jusqu'à l'assemblee générale qui se tiendra en l'année: 2022

WEINSTEIN Alejandro

Nom: WEINSTEIN
Prénom(s): Alejandro

Adresse privée ou professionnelle

Numéro: 21
Rue: Chesham Place
Code postal: SW1X 8HG
Localité: Londres
Pays: Royaume-Uni

Adresse privée ou professionnelle

Numéro: 99b
Rue: CRA 55
Etage: 24 Apt
Code postal: 1003
Localité: Barranquilla
Pays: Colombie

Type de mandat

Fonction: administrateur - délégué à la gestion journalière

Durée du mandat

Date de nomination: 28/09/2021
Durée du mandat: Indéterminée

PIOCUDA RUSSO Carlos Alberto

Nom: PIOCUDA RUSSO
Prénom(s): Carlos Alberto

Adresse privée ou professionnelle

Numéro: 78B-201
Rue: Calle 80
Code postal: non inscrit
Localité: Barranquilla, Atlantico
Pays: Colombie

Type de mandat

Fonction: Délégué à la gestion journalière

Durée du mandat

Date de nomination: 22/10/2021
Durée du mandat: Indéterminée

VARGAS MUÑOZ Patricio Alejandro

Nom: VARGAS MUÑOZ
Prénom(s): Patricio Alejandro

Adresse privée ou professionnelle

Numéro: 21500
Rue: Biscayne Boulevard
Etage: Suite 600
Code postal: 33180
Localité: Aventura, Floride
Pays: Etats Unis d'Amérique

Type de mandat

Fonction: Délégué à la gestion journalière

Durée du mandat

Date de nomination: 22/10/2021
Durée du mandat: Indéterminée

TRUE TRANSLATION
Pascal LEONARD
28-04-2022

Directeur général / Comité de direction

Régime de signature statutaire

La Société est valablement engagée vis-à-vis des tiers en toutes circonstances (i) par la signature de l'administrateur unique, ou, si la Société a plusieurs administrateurs, par la signature conjointe de deux (2) administrateurs, ou par la signature conjointe d'un (1) Administrateur de Catégorie A et un (1) Administrateur de Catégorie B le cas échéant ou (ii) par la signature conjointe ou la signature unique de toutes les personnes auxquelles un tel pouvoir aura été délégué par le conseil d'administration dans les limites de cette délégation. Dans les limites de la gestion journalière, la Société est engagée à l'égard des tiers par la signature de toutes les personnes auxquelles un tel pouvoir aura été délégué par le conseil d'administration, agissant individuellement ou conjointement dans les limites de cette délégation.