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February 13, 2001

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Miami Free Zone Management Services Corporation

Amended & Restated

FILED
01 FEB 13 PM 5:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☒ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

RECEIVED
01 FEB 13 AM 11:57
DIVISION OF CORPORATION

| | NEW FILINGS |
|---|---|
| | Profit |
| | Non Profit |
| | Limited Liability |
| | Domestication |
| | Other |

| | AMENDMENTS |
|---|---|
| X | Amended & Restated Articles |
| | Resignation of RA Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

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| | OTHER FILINGS |
|---|---|
| | Annual Reports |
| X | Fictitious Name |
| | Name Reservation |
| | Reinstatement |

| | REGISTRATION/QUALIFICATION |
|---|---|
| | Foreign |
| | Limited Liability |
| | Reinstatement |
| | Trademark |
| | Other |

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**OF**

**MIAMI FREE ZONE MANAGEMENT SERVICES CORPORATION**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned, being the President of **MIAMI FREE ZONE MANAGEMENT SERVICES CORPORATION**, a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Amended and Restated Articles of Incorporation (the "Amended Articles"), to read as follows:

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation is **MIAMI FREE ZONE MANAGEMENT SERVICES CORPORATION** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is 2305 N. W. 107th Avenue, Suite S-107, Miami, Florida 33172.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose rendering consultation and management services to international foreign trade zones and transacting any and all business activities permitted by the laws of the State of Florida and the United States of America.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand shares of common stock, all of which are to have a par value of One Dollar ($1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

## ARTICLE IV - BOARD OF DIRECTORS

The number of directors constituting the board of directors shall be at least one (1) and not more than five (5). The number of directors of the Corporation may be changed by the shareholders from time to time. The name and address of the directors of the Corporation to serve until the annual meeting of the shareholders or until their successors are elected and qualified are:

| Name | Address |
| --- | --- |
| Maria Camila Leiva | 2305 N. W. 107th Avenue, Suite S-107<br>Miami, Florida 33172 |
| Germán Leiva | 2305 N. W. 107th Avenue, Suite S-107<br>Miami, Florida 33172 |

## ARTICLE V - BYLAWS

The Board of Directors is expressly authorized to adopt, alter, amend or repeal the Bylaws of the Corporation subject to the limitations set forth in these Amended Articles. Election of directors need not be by written ballot unless and to the extent provided in the Bylaws of the Corporation.

## ARTICLE VI - BY-LAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend, modify or repeal By-Laws.

## ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted. The Corporation's obligation to indemnify its officers and directors pursuant to this Article shall be subordinate in all respects to the obligations of the Corporation arising out of the Loan Documents and shall not constitute a claim against the Corporation to the extent that the Corporation is unable to pay any amounts it is obligated to pay under the Loan Documents.

The foregoing Amended and Restated Articles of Incorporation were duly and adopted and unanimously approved by the sole shareholder and the board of directors of the Corporation by at a duly convoked joint meeting of shareholders and directors held on the 5th day of February, 2001.

**IN WITNESS WHEREOF**, the undersigned President has executed these Amended and Restated Articles of Incorporation this 5th day of February, 2001.

**MIAMI FREE ZONE MANAGEMENT SERVICES CORPORATION**

By: Germán Leiva

Germán Leiva, President

Attest:

By: Maria Camila Leiva

María Camila Leiva, Secretary

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