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Amended
&
Restated
Art.

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RAFAEL J. SANCHEZ-ABALLI PA

264 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 779-5041 • FACSIMILE (305) 779-5047
EMAIL: rsa@sanchez-aballi.com • www.sanchez-aballi.com

January 28, 2020

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations, Amendment Section
2661 West Executive Center Circle
Tallahassee, Florida 32301

Re: CVCredit Inc. Document No. P03000127753
Amended and Restated Articles of Incorporation

Sir/Madam:

Enclosed please find an original Amended and Restated Articles of Incorporation in connection with CVCredit Inc. and check number 7645 in the amount of \$35.00 to cover the filing fees for the Amended and Restated Articles of Incorporation.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

RAFAEL J. SANCHEZ-ABALLI P.A.



Yilian Paz

/yp
Enclosures as stated

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CVCREDIT INC.**

Pursuant to the provisions of Florida Statutes Sections 607.1002, 607.1006 and 607.1007, Florida Business Corporation Act ("Act"), CVCredit Inc., a Florida corporation ("Corporation"), hereby certifies as follows and adopts the following Amended and Restated Articles of Incorporation ("A&R Articles"):

1. The original name of the Corporation is Credivalores USA, Inc. and the Corporation was formed on November 6, 2003 by the filing of Articles of Incorporation with the Department of State under Document Number P03000127753.

2. On May 7, 2015, the Corporation changed the name of the Corporation to CVCredit Inc.

3. These A&R Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Incorporation from the date of the Corporation's original incorporation through the date hereof.

4. These A&R Articles of Incorporation were unanimously adopted and approved by the Corporation's directors pursuant to Section 607.1002 of the Act on the 28th day of January 2020 and contain amendments that do not require shareholder approval.

ARTICLE I - NAME

The name and the principal place of business and mailing address of this Corporation shall be:

CVCredit Inc.
1101 Brickell Avenue, Suite S704
Miami, Florida 33131

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

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ARTICLE III - AUTHORIZED SHARES

The total number of shares of all classes of stock that the Corporation has authority to issue is 11,000,000, consisting of (a) 10,000,000 shares of Common Stock, \$0.00001 par value per share ("Common Stock"), and (b) 1,000,000 shares of Preferred Stock, \$0.00001 par value per share ("Preferred Stock").

A. Common Stock. The following rights, powers privileges and restrictions, qualifications, and limitations apply to the Common Stock.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are superior to the rights, powers and privileges of the holders of the Preferred Stock set forth in this A&R Articles.

2. Voting. Subject to the Amended and Restated Shareholders' Agreement dated January 27, 2020 ("A&R Shareholders' Agreement"), the holders of the Common Stock shall be entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). Unless required by law, there shall be no cumulative voting.

3. Dividends. The Corporation may declare dividends on the Common Stock according to the number of shares of Common Stock held by such holders and as set forth in the A&R Shareholders' Agreement.

4. Liquidation Rights. The holders of Common Stock shall have the liquidation rights established by the Act.

B. Preferred Stock. The following rights, powers and privileges, and restrictions, qualifications and limitations, shall apply to the Preferred Common Stock.

1. General. The holders of the Preferred Common Stock set forth in this A&R Articles shall have no voting, dividend, liquidation or any other rights except as set forth in this Article III, Section B,2.

2. Preferred Dividend. Subject to the A&R Shareholders' Agreement, the Corporation shall pay to the holders of shares of Preferred Stock a sole annual distribution ("Preferred Dividend") equivalent to ten percent (10%) of the outstanding balance of the Marzo Balance (as defined in the A&R Shareholders' Agreement) payable within thirty (30) days of the anniversary of the effective date of the A&R Shareholders' Agreement. Holders of shares of Preferred Stock shall not be entitled to any distribution or dividend on the Preferred Stock, other than the Preferred Dividend.

3. Conversion of Preferred Stock to Common Stock.

(a) Subject to the terms and conditions set forth in the A&R Shareholders'

Agreement, any holder of Preferred Stock may convert any number of shares of Preferred Stock into an equal number of shares of Common Stock at the option of the holder. Subject to the terms and conditions set forth in A&R Shareholders' Agreement, the holder of Preferred Stock may surrender to the Corporation (at the principal office of the Corporation) a certificate or certificates representing all or part of its shares of Preferred Stock and in such event each share of Preferred Stock represented by such certificate or certificates will convert into one share of Common Stock; provided that, in connection with any transfer of shares of Preferred Stock pursuant to a transfer described in Section 4.03(b) of the A&R Shareholders' Agreement, upon the request of the transferor, the transferor shall be entitled to surrender to the Corporation shares of Preferred Stock to be so transferred, and, upon such surrender, the Corporation shall issue to the transferee, in lieu of shares of Preferred Stock surrendered, an equal number of shares of Common Stock.

(b) Except as otherwise provided herein, each conversion of shares of Preferred Stock shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing such shares of Preferred Stock to be converted have been surrendered for conversion at the principal office of the Corporation. Upon a conversion pursuant to this Section 4.03, each converted share of Preferred Stock shall be retired.

(c) For the purpose of effecting the conversion of the Preferred Stock to Common Stock, the Corporation shall at all times while any share of Preferred Stock is outstanding, reserve and keep available out of its authorized but unissued capital stock, that number of its duly authorized shares of Common Stock as may from time to time be sufficient to effect the conversion of all outstanding Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock is not be sufficient to effect the conversion of all then-outstanding shares of the Preferred Stock, the Corporation shall use its best efforts to cause such corporate action to be taken as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purposes, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this A&R Articles.

(d) All shares of Preferred Stock that shall have been surrendered for conversion as provided in this A&R Articles shall no longer be deemed to be outstanding and all rights with respect to such shares will immediately cease and terminate at the time of conversion. Any shares of Preferred Stock so converted shall be retired and cancelled and may not be reissued.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered office of this Corporation in the State of Florida and the name of the registered agent of this Corporation at such offices are:

Rafael J. Sanchez-Aballi, P.A.
264 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE VI - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have five (5) directors. The manner of election and the number of directors may be increased or decreased as provided in the Amended and Restated Bylaws of the Corporation ("Bylaws") and the A&R Shareholders' Agreement.

ARTICLE VII - NAME AND STREET ADDRESS OF DIRECTORS AND OFFICERS

The name and street address of the members of the Board of Directors and the officers of the Corporation who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Office</u>	<u>Street Address</u>
Luis Gabriel Segura	Director, President	1101 Brickell Avenue, #S704 Miami, Florida 33131
Martin Gaviria	Director, Vice-President	1101 Brickell Avenue, #S704 Miami, Florida 33131
Carlos Rahmane Sacal	Director	1101 Brickell Avenue, #S704 Miami, Florida 33131
Alejandro Rodriguez	Director	1101 Brickell Avenue, #S704 Miami, Florida 33131
Alejandro Javier Liaño Castro	Director	1101 Brickell Avenue, #S704 Miami, Florida 33131

ARTICLE VIII: DIRECTOR LIABILITY

A. Limitation. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Act or any other law of the State of Florida is amended after approval by the stockholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of the

foregoing provisions of this Article VII by the stockholders will not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

B. Indemnification. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Act.

C. Modification. Any amendment, repeal, or modification of the foregoing provisions of this Article VII will not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE IX: AMENDMENT TO THE BYLAWS

As set forth in the A&R Shareholders' Agreement, the Bylaws of the Corporation may be altered, amended or repealed, and new Bylaws adopted, only by the supermajority vote of the Shareholders

ARTICLE X: AMENDMENT TO ARTICLES OF INCORPORATION

As set forth in the A&R Shareholders' Agreement, the Articles of Incorporation of the Corporation may be altered, amended or repealed, and new Bylaws adopted, only by the supermajority vote of the Shareholders

Executed this 28th day of January, 2020.

CVCREDIT, INC.,
a Florida corporation

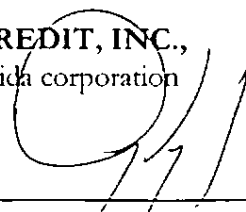
By: _____

Luis Gabriel Segura, President

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

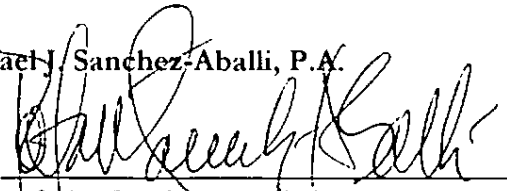
In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CVCredit Inc. having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its office as indicated therein at 1101 Brickell Avenue, Suite S704, Miami, Florida 33131, has named Rafael J. Sanchez-Aballi, P.A., located at 264 Almeria Avenue, Coral Gables, Florida 33134, as its registered agent to accept service of process within this state.

CVCREDIT, INC.,
a Florida corporation

By: 
Luis Gabriel Segura, President

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Rafael J. Sanchez-Aballi, P.A.

By: 
Rafael J. Sanchez-Aballi, Esq.

Dated this 28th day of January, 2020.