

P05000069589

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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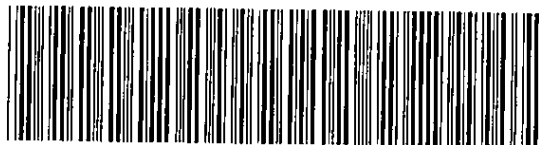
(Business Entity Name)

(Document Number)

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Amended &  
Restated  
Articles

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2024 AUG 30 AM 10:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. RAMSEY

SEP 3 2024

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2024 AUG 30 AM 9:46

A. RAMSEY

SEP 3 2024

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CT CORP**  
**(850) 656-4724**  
**3458 Lakesore Drive**  
**Tallahassee, FL 32312**

**Date:** 08/30/2024

Acc#120160000072

*Eric Dill*

Name:	AREAS USA Inc.
Document #:	
Order #:	15843970

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
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Email Address for Annual Report Notifications:

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Examiner \_\_\_\_\_

Updater \_\_\_\_\_

Verifier \_\_\_\_\_

W.P. Verifier \_\_\_\_\_

Ref# \_\_\_\_\_

Amount: \$ **43.75**

Thank you!

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2024 AUG 30 AM 9:46

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AREAS USA, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated May 29, 2024

Pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act"), AREAS USA, Inc., a Florida corporation (the "Corporation"), does hereby certify, for the purpose of filing these Amended and Restated Articles of Incorporation of the Corporation (these "Amended and Restated Articles of Incorporation") with the Department of State of the State of Florida (the "Department of State"), that:

1. The name of the Corporation is AREAS USA, Inc.
2. The Articles of Incorporation of the Corporation were originally filed with the Department of State on May 11, 2005 under Document Number P05000069589, and subsequently amended by those certain Articles of Amendment to the Articles of Incorporation of the Corporation, each filed with the Department of State on July 15, 2008, September 26, 2008, October 3, 2008, November 4, 2008 and December 7, 2009 (as so amended, the "Articles").
3. These Amended and Restated Articles of Incorporation have been duly adopted and approved by the Board of the Directors of the Corporation by written consent dated May 29, 2024 in accordance with the applicable provisions of the Act. The number of votes cast for the amendment and restatement was sufficient for approval.
4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

ARTICLE 1  
NAME

The name of the Corporation is AREAS USA, Inc. (the "Corporation").

ARTICLE 2  
DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3  
PURPOSE

The purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

**ARTICLE 4**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 5301 Blue Lagoon Drive Suite 690, Miami, FL 33126.

**ARTICLE 5**  
**CAPITAL STOCK**

The maximum number of shares of stock which this Corporation shall be authorized to issue and have outstanding at any one time is Five Million (5,000,000) shares of common stock, par value \$0.01, that together shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE 6**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the registered agent of the Corporation at that address is Corporation Service Company.

**ARTICLE 7**  
**INDEMNIFICATION**

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.

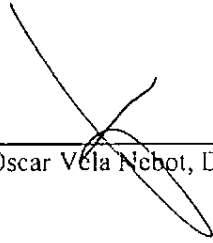
Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

**ARTICLE 8**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights herein conferred upon shareholders or directors are granted subject to this reservation.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned have executed these Articles as of the date first set forth above.



\_\_\_\_\_  
Oscar Vela Nebot, Director

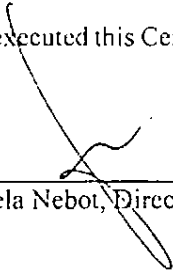
*Signature Page to Amended & Restated Articles of Incorporation*

**CERTIFICATE  
REGARDING  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AREAS USA, INC.**

AREAS USA, Inc. a Florida corporation (the "**Corporation**"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The Corporation's Amended and Restated Articles of Incorporation were adopted and approved on May 29, 2024 by written consent of the Board of Directors of the Corporation.
2. The Corporation's Amended and Restated Articles of Incorporation do not require approval of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of May 29, 2024.

  
\_\_\_\_\_  
Oscar Vela Nebot, Director