

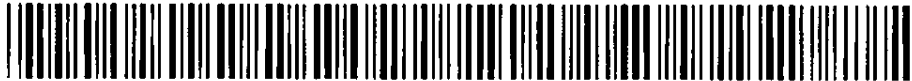
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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
CLEO HOLDINGS, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLEO HOLDINGS, INC.**

Pursuant to the provisions of Section 607.1007(2), Florida Statutes, the undersigned Florida Corporation hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate the Articles of Incorporation filed on May 2, 2007, and having Document Number P0700005330:

* * * * *

**ARTICLE I
Name and Principal Office of Corporation**

The name of this Corporation shall be CLEO HOLDINGS, INC. The principal address of the Corporation shall be 7101 N. Miami Avenue, Suite 108, Miami, Florida 33150. The mailing address of the Corporation shall be 7101 N. Miami Avenue, Suite 108, Miami, Florida 33150.

**ARTICLE II
Purpose and Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporations Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III
Capital Stock**

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$1.00 per share.

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ARTICLE IV
Term of Corporate Existence

The Corporation shall commence its existence on the date hereof and shall have perpetual existence, unless dissolved according to law.

ARTICLE V
Address of Registered Office and Registered Agent

The street address of the Registered Office of this Corporation in the State of Florida shall be 1395 Brickell Avenue, Suite 800, Miami, Florida 33131 and the name of the Registered Agent of the Corporation at the above address shall be Santiago J. Padilla, P.A. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the Registered Agent.

ARTICLE VI
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By Laws, and until such time as the By Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VII
Board of Directors

The names and street address of the members of the initial Board of Directors of this Corporation, who shall hold office indefinitely, is as follows:

Josefina Helguera
7101 N. Miami Avenue, Suite 108
Miami, Florida 33150

Maximiliano Francisco Voss
7101 N. Miami Avenue, Suite 108
Miami, Florida 33150

Maria Eugenia Oliver
7101 N. Miami Avenue, Suite 108
Miami, Florida 33150

ARTICLE IX
Initial Officers

The names and street address of the members of the Officers of this Corporation, who shall hold office indefinitely, are as follows:

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<u>Name</u>	<u>Position</u>
Josefina Helguera 7101 N. Miami Avenue, Suite 108 Miami, Florida 33150	President
Maximiliano Francisco Voss 7101 N. Miami Avenue, Suite 108 Miami, Florida 33150	Vice-President
Maria Eugenia Oliver 7101 N. Miami Avenue, Suite 108 Miami, Florida 33150	Executive Vice President
Sol Acuna 7101 N. Miami Avenue, Suite 108 Miami, Florida 33150	Secretary
Leandro Martin Ochoa 7101 N. Miami Avenue, Suite 108 Miami, Florida 33150	Treasurer

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ARTICLE X
By Laws

The Board of Directors shall adopt By Laws for the Corporation. The By Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By Laws.

ARTICLE XI
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XII
Amendment

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

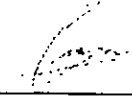
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IN WITNESS WHEREOF, the undersigned sole shareholder has executed these Amended and Restated Articles of Incorporation on the date indicated below.

RAPSODIA CHILE INVERSORA, S.A., as sole stockholder


Date: August 16, 2024

By: 

Name: Ramiro Lauzan

Position: President and Director

Date: August 16, 2024


Josefina Helguera, President and Director

7101 N. Miami Avenue, Suite 108

Miami, Florida 33150

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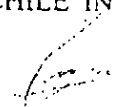
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:


CLEO HOLDINGS, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1395 Brickell Avenue, Suite 800, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

RAPSODIA CHILE INVERSORA, S.A., as sole stockholder

Date: August 16, 2024

By: 
Name: Ramiro Lauzan
Position: President and Director

Date: August 16, 2024


Josefina Helguera, President and Director
7101 N. Miami Avenue, Suite 108
Miami, Florida 33150

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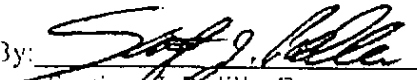
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ACKNOWLEDGEMENT OF REGISTERED AGENT
OF
CLEO HOLDINGS, INC.

Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: Aug. 16, 2024

SANTIAGO J. PADILLA, P.A.

By: 
Santiago J. Padilla, Esq.

Santiago J. Padilla, P.A.
1395 Brickell Avenue, Suite 800
Miami, Florida 33131

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