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Fax Number : (850) 617-6381

From: Account Name : JORGE L. GURIAN P.A.  
Account Number : I20010000123  
Phone : (305) 279-4101  
Fax Number : (305) 279-1489

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: JGurian@gurianlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION  
FCF VENTURES CORP

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**ARTICLES OF INCORPORATION OF  
FCF VENTURES CORP**

Pursuant to Chapter 607 of the Florida Business Corporation Act, for the purpose of forming a corporation, the undersigned incorporator hereby adopts the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be: FCF VENTURES CORP

**ARTICLE II**

The mailing address and principal place of business of this corporation shall be: 2665 South Bayshore Drive, Suite 800, Coconut Grove, FL 33133

**ARTICLE III**

The corporation is authorized to issue one class of stock, that being 100,000 shares of Voting Common Stock with \$1 par value. The transfer of these shares will be governed by the by laws of the corporation.

**ARTICLE IV**

The name and address of the corporation's initial registered agent is:

Jorge Gurian  
2665 South Bayshore Drive  
Suite 800  
Coconut Grove, FL 33133

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#### ARTICLE V

The corporation will be authorized to undertake any legal and valid business purpose as recognized under the laws of the State of Florida.

#### ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation is:

Jorge Gurian  
2665 South Bayshore Drive  
Suite 800  
Coconut Grove, Fl 33133

#### ARTICLE VII

The name and address of the initial directors of the corporation are as follows:

Fernando Corona and Belkis Bosch  
2665 South Bayshore Drive, Suite 800  
Coconut Grove, Fl 33133

#### ARTICLE VIII

The name and address of the initial officers of the corporation are as follows:

Fernando Corona  
President & Director  
2665 S. Bayshore Drive  
Suite 800  
Coconut Grove, FL 33133

Belkis Bosch  
Secretary & Director  
2665 S. Bayshore Drive  
Suite 800  
Coconut Grove, FL 33133

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### ARTICLE IX

No Director shall be held liable to the corporation or its shareholders for its monetary damages due to a breach of fiduciary duty, unless the breach is a result of intentional misconduct, self dealing or illegal actions.

That the undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

The undersigned incorporator, Jorge Gurian, has executed these Articles of Incorporation on this 8<sup>th</sup> day of August, 2012.



JORGE GURIAN  
INCORPORATOR

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND A REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: FCF VENTURES CORP
2. The name and the Florida street address of the initial registered agent is:

Jorge Gurian  
2665 South Bayshore Drive  
Suite 800  
Coconut Grove, FL 33133

*Having been named as registered agent and to accept service of process for FCF VENTURES CORP at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
JORGE GURIAN

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