

# P/3000035023

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (950) 617-6381

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL  
Account Number : 110432003053  
Phone : (561) 694-8107  
Fax Number : (561) 694-1639

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**New Roots Corp.**

Certificate of Status	1
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13 APR 17 AM 10:01  
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April 17, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: NEW ROOTS CORP.  
REF: W13000022443

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please complete the address for the 3rd director.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Pamela Smith  
Regulatory Specialist II

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NEW ROOTS CORP.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

**NAME**

The name of this corporation is New Roots Corp.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address is: 1000 Brickell Avenue, Suite 400, Miami, Florida 33131.

**ARTICLE III**

**TERM OF CORPORATE EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE IV**

**PERMITTED ACTIVITY**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

## ARTICLE V

### AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

## ARTICLE VI

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII

### REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 1000 Brickell Avenue, Suite 400, Miami, Florida 33131. The initial Registered Agent for the Corporation at that address is Corporate Maintenance Services, LLC.

## ARTICLE VIII

### DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws.

The name and address of the directors of the Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

Cayetano Palau 1000 Brickell Avenue, Suite 400

Miami, Florida 33131

Conrado Palau 1000 Brickell Avenue, Suite 400

Miami, Florida 33131

Salvador Palau 1000 Brickell Avenue, Suite 400

Miami, Florida 33131

#### ARTICLE IX

#### INCORPORATOR

The name and address of the Incorporator is: Cayetano Palau, 1000 Brickell Avenue, Suite 400, Miami, Florida 33131.

#### ARTICLE X

#### INDEMNIFICATION

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

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TALLAHASSEE FLORIDA

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of April, 2013.

  
Cayetano Palau

#### CERTIFICATE OF DESIGNATION

#### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: New Roots Corp.
2. The name and address of the registered agent and office is: Corporate Maintenance Services, LLC - 1000 Brickell Avenue, Suite 400, Miami, FL 33131

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in its capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Corporate Maintenance Services, LLC

By: 

Nicholas Staharo, Manager

April 12th, 2013.