

Division of Corporations

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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850)617-6381  
From: *Angelica M. Chirru, Corporate Paralegal*  
Account Name : SHUTTS & BOWEN, LLP  
Account Number : 076447000313  
Phone : (305)358-6300  
Fax Number : (305)381-9982

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Email Address: *ldearmas@shutts.com*

FLORIDA PROFIT/NON PROFIT CORPORATION  
COFE FUND 2 HOLDINGS CORP.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
COFE FUND 2 HOLDINGS CORP.

ARTICLE I - NAME

The name of the Corporation (the "Corporation") is COFE FUND 2 HOLDINGS CORP.

ARTICLE II - ADDRESS

The principal address and mailing address of the Corporation is:

1500 San Remo Avenue  
Suite 145  
Coral Gables, FL 33146

ARTICLE III - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares." Of the Common Shares, 5,000 shares shall be Class A Voting Shares (the "Class A") and 5,000 shares shall be Class B Non-Voting Shares (the "Class B"). The rights, preferences and privileges of the Class A and Class B shall be identical, except that the Class B shall not be entitled to vote on any matter required to be approved by, or submitted for approval of, shareholders.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the Corporation are:

Mike Verdeja  
1500 San Remo Avenue  
Suite 145  
Coral Gables, FL 33146

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ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII - INCORPORATOR

The name of the person signing these Articles of Incorporation is Luis A. de Armas, and his address is 201 South Biscayne Boulevard, Suite 1500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 26th day of July, 2013.




Luis A. de Armas, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI of these Articles of Incorporation of COFE FUND 2 HOLDINGS CORP., the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his/her/its duties.

Date: July 26, 2013.



Mike Verdeja

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