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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CUERVENTE INC.**

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**ARTICLES OF INCORPORATION  
OF  
CUERVENTE INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the corporation is: CUERVENTE INC.

**ARTICLE II**

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV**

Existence

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

**ARTICLE V**

Address

The principal office and mailing address of the corporation is:

1395 Brickell Avenue, 14<sup>th</sup> Floor/JHF  
Miami, Florida 33131

Audit No. H14000068195 3

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## ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, and the initial registered agent of the corporation at that address is John H. Friedhoff, Esq.

## ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE VIII

Incorporator

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

Name  
John H. Friedhoff

Address  
1395 Brickell Avenue, 14<sup>th</sup> Floor  
Miami, Florida 33131

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Audit No. H14000068195 3

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of March, 2014.

  
John H. Friedhoff  
Incorporator

CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE

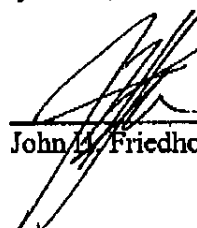
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

CUERVENTE INC., desiring to organize under the laws of the State of Florida, hereby designates John H. Friedhoff, Esq. as its registered agent and 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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.

  
John H. Friedhoff  
Registered Agent

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