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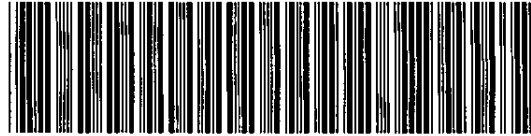
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*Amended &
Restated*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DDR
8/11/14*

GUTIERREZ & ASSOCIATES

A Florida Professional Limited Liability Company

Attorneys and Counselors at Law

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July 30, 2014

VIA Federal Express

Amendment Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

**Re.: FALPI CORP.
Matter No.: A121-4119**

Dear Sir/Madam:

Enclosed please find for filing original Amended and Restated Articles of Incorporation of the above-named corporation together with their respective certificate designating the registered agent and registered office of said corporation in Florida, along with a photocopy of the foregoing.

Also enclosed please find check number #6362, payable to the Florida Department of State, in the amount of \$43.75.

Please return a certified copy of the enclosed Amended and Restated Articles of Incorporation to the undersigned. A return FedEx airway bill is enclosed, for your convenience when returning the certified documents.

Thank you in advance for your assistance.

Best regards,



Nadia Gavarrete
Legal Assistant

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FALPI CORP.

1. The Articles of Incorporation of Falpi Corp., (hereinafter the "Corporation"), Florida corporation, filed in Tallahassee on May 9, 2014, under Document # P14000041, and they hereby are amended in its entirety and restated as follows:

"AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF FALPI CORP.

The undersigned hereby executes, acknowledges and files with the Florida Department of State the following Amended and Restated Articles of Incorporation (the "Articles") pursuant to Chapter 607, Florida Statute (the "Act").

ARTICLE I - Name

The name of the corporation is **FALPI CORP.**

ARTICLE II - Principal Office

The initial principal place of business or mailing address of the Corporation shall be 1200 Brickell Avenue, Suite 350, Miami, Florida 33131.

ARTICLE III - Term of Existence

Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State, of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article IV - Nature of Business

The corporation is organized for the purpose of transacting any and all lawful business.

Article V - Authorized Shares

(a) **Number.** The Corporation is authorized to issue Five Hundred (500) shares of

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common stock having a par value of \$1.00 each.

- (b) **Preemptive Rights.** Shareholders shall have preemptive rights.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation shall be 1200 Brickell Avenue, Suite 350, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Gutierrez & Associates, PL.

Article VII - Directors

- (a) **Number.** This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than two.

- (b) **Directors:** The name and street address of the member of the first Board of Directors of the corporation, who shall serve until the first meeting of shareholders of the corporation, are:

NAME:

ADDRESS:

Juan Manuel Alvarado

Calle 146 # 6-24, T 7, Apto 503
Bogotá, 110121, Colombia.

Gilma Piza De Alvarado

Calle 146 # 6-24, T 7, Apto 503
Bogotá, 110121, Colombia.

- (c) **Compensation.** Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

- (d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

Article VIII - Officers

The Officers of the Corporation shall consist of a President, Vice President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Except for those officers appointed herein below, each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officers of the Corporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>TITLE:</u>
Juan Manuel Alvarado	Calle 146 # 6-24, T 7, Apto 503 Bogotá, 110121, Colombia	President and Assistant Secretary
Gilma Piza De Alvarado	Calle 146 # 6-24, T 7, Apto 503 Bogotá, 110121, Colombia.	Vice President and Secretary
Renaldy J. Gutierrez	1200 Brickell Avenue, Suite 350 Miami, Florida 33131	Assistant Secretary

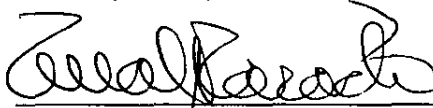
Article IX - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors."

2. The foregoing Amended and Restated Amendments were adopted by the unanimous Consent of all of the Directors and Shareholders of the Corporation on the 29th day of July, 2014.

3. The Amended and Restate Articles of Incorporation of the Corporation set forth above supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 29th day of July, 2014.

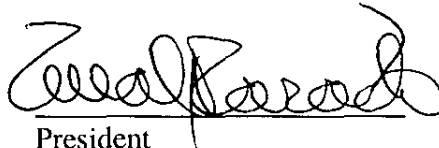


Juan Manuel Alvarado
President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0505, Florida Statutes, the undersigned officer of the Florida corporation hereinafter expressed, duly authorized therefor, submits the following statement in designating its registered agent and the registered office in the State of Florida:

- FIRST: The name of the corporation is
FALPI CORP.
- SECOND: The Registered Office of the Corporation is
1200 Brickell Avenue,
Suite 350
Miami, Florida 33131
- THIRD: The name of the registered agent is Gutierrez & Associates, PL



Corporate officer signature:
Title of officer:

President

Date of execution: July 29, 2014

ACCEPTANCE

Having been named the registered agent authorized to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned, a resident of the State of Florida, hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of duties as such, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

GUTIERREZ & ASSOCIATES, PL
By: Renaldy J. Gutierrez, P.A., its sole Manager

By: 
Renaldy J. Gutierrez, President

Date of execution: July 29, 2014