

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Grupo Las Rosas USA, Inc.

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**ARTICLES OF INCORPORATION
OF
GRUPO LAS ROSAS USA, INC.**

The undersigned, acting as incorporator of GRUPO LAS ROSAS USA, INC., pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is:

GRUPO LAS ROSAS USA, INC.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

C/Principe de Vergara, 5-1º-izda
28001 Madrid, Spain

The mailing address of the corporation shall be:

C/Principe de Vergara, 5-1º-izda
28001 Madrid, Spain

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Asnardo Garro
2525 Ponce De Leon Blvd., Suite 1225
Coral Gables, FL 33134

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the Board of Directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. DIRECTORS

The name and address of the initial Directors are:

Alvarez Beleño, Francisco Jose
C/Principe de Vergara, 5-1º-izda
28001 Madrid, Spain

Alvarez Beleño, Marco Antonio
C/Principe de Vergara, 5-1º-izda
28001 Madrid, Spain

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of August 7, 2014.


Asnardo Garro, Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That GRUPO LAS ROSAS USA, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, State of Florida, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Signed and dated this August 7, 2014.

Interamerican Corporate Services LLC

By: 

Asnardo Garro, Manager

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