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FLORIDA PROFIT/NON PROFIT CORPORATION  
FCC OVERSEAS INC.

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**ARTICLES OF INCORPORATION  
OF  
FCC OVERSEAS INC.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is FCC Overseas Inc. Its principal office address and mailing address is 1395 Brickell Avenue, Suite 720, Miami, Florida 33131.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the initial Board of directors are:

**Name****Address**

Jose Roberto Colnaghi

1395 Brickell Avenue  
Suite 720  
Miami, Florida 33131

Francisco Colnaghi

1395 Brickell Avenue  
Suite 720  
Miami, Florida 33131**ARTICLE VII - INCORPORATOR**

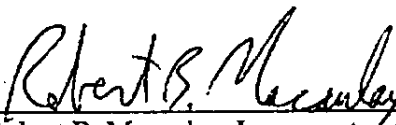
The name and street address of the person signing these Articles of Incorporation is:

**Name****Address**

Robert B. Macaulay.

100 SE Second Street  
Suite 4200  
Miami, Florida 33131

Dated: November 19, 2014

  
Robert B. Macaulay, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

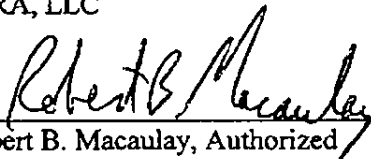
Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 19<sup>th</sup> day of November, 2014.

**Registered Agent:**

CFRA, LLC

By:

  
Robert B. Macaulay, Authorized  
Representative