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DOMESTICATION
RSR USA HOLDINGS, INC.

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TALLAHASSEE, FLORIDA**CERTIFICATE OF DOMESTICATION**

The undersigned, as President of RSR ENTERPRISES, LTD., a corporation organized under the laws of the British Virgin Islands (hereinafter the "Corporation"), in accordance with Florida Statutes Section 607.1801, does hereby certify that:

1. The date on which the Corporation was first organized is June 2, 2009.
2. The name of the Corporation immediately prior to the filing of this Certificate of Domestication is RSR ENTERPRISES, LTD.
3. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Florida Statutes Sections 607.0120 and 607.0202 with this Certificate of Domestication, is RSR USA HOLDINGS, INC.
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent thereto under applicable law, immediately prior to the filing of the Certificate of Domestication, is the British Virgin Islands.
5. Attached hereto are Articles of Incorporation to complete the domestication requirements pursuant to Florida Statutes Section 607.1801.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, is authorized to sign this Certificate of Domestication on behalf of the Corporation and has done so on this 18 day of December, 2015.

By: 

Renato S. Rider, President

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**ARTICLES OF INCORPORATION
OF
RSR USA HOLDINGS, INC.**

ARTICLE I - NAME

The name of this Corporation is RSR USA HOLDINGS, INC. and its address is 200 South Biscayne Boulevard, Suite 4100, Miami, FL 33133.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Fifty Thousand (50,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Corporation Company of Miami, and its address is 200 South Biscayne Boulevard, Suite 4100, Miami, FL 33133.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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 (2). The name and address of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Renato S. Rider	200 South Biscayne Blvd., Suite 4100 Miami, FL 33131
A. Katherina Vindrola	200 South Biscayne Blvd., Suite 4100 Miami, FL 33131

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ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by the Shareholders.

ARTICLE VIII – INDEMNIFICATION

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

ARTICLE IX – INCORPORATOR

The name of the person signing these Articles is Raul J. Salas and his address is 200 S. Biscayne Boulevard, Suite 4100, Miami, FL 33131.

ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of December, 2015.



Raul J. Salas, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION 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 ITS DUTIES.

DATED THIS 18th DAY OF December, 2015.

CORPORATION COMPANY OF MIAMI,
Registered Agent

By: 

Ram J. Salas, Vice President

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