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FLORIDA PROFIT/NON PROFIT CORPORATION
AQUAZUL USA INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
AQUAZUL USA INC.**

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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: **AQUAZUL USA 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, 14th Floor
Miami, Florida 33131

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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, 14th Floor, Miami, Florida 33131, and the initial registered agent of the corporation at that address is J. Michael Pennekamp, 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:

<u>Name</u>	<u>Address</u>
J. Michael Pennekamp	1395 Brickell Avenue, 14th Floor Miami, Florida 33131

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ARTICLE IX

Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The name and address of the initial director, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until a successor is elected or appointed and has qualified, whichever occurs sooner, is as follows:

<u>Name</u>	<u>Address</u>
Jeremy A.C. Cafferata	P.O. Box F42222 West Mall Drive Freeport, Grand Bahama Island Bahamas

ARTICLE X

Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

The name and address of the initial officer, who shall serve in the capacity indicated for the first year of existence of the corporation or until his successor is elected and has qualified, whichever occurs sooner, is as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Jeremy A.C. Cafferata	P.O. Box F42222 West Mall Drive Freeport, Grand Bahama Island Bahamas	President

ARTICLE XI

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.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of January, 2016.


J. Michael Pennekamp

Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

DESIGNATION

AQUAZUL USA INC., desiring to organize under the laws of the State of Florida, hereby designates J. Michael Pennekamp, Esq. as its registered agent and 1395 Brickell Avenue, 14th 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.


J. Michael Pennekamp

Registered Agent

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