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JUN 22 2016

T SCHROEDER

Date: 06/21/2016

Account #: I20000000088

Name: Tamara Clark

Reference #: T004329

ENTITY NAME: PRODEMA USA INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other: Certified Copy Please

Authorized Amount: \$ 133.75

Signature: Tamara Clark

**ARTICLES OF INCORPORATION**

**OF**

**PRODEMA USA INC.**

**ARTICLE I**

The name of the corporation is PRODEMA USA INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and mailing address of the Corporation is 4250 Biscayne Boulevard, R2, Miami, Florida 33137.

**ARTICLE III**

The purpose for which the Corporation is organized is to transact any lawful business.

**ARTICLE IV**

The Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.001 per share. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until their successors are duly elected and qualified are:

Ms. Ana Maria Ibargoyen Cancio  
4250 Biscayne Boulevard, R2  
Miami, Florida 33137

Mr. Juan Ramón Oyarzabal Celarain  
4250 Biscayne Boulevard, R2  
Miami, Florida 33137

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**ARTICLE VI**

The street address of the Corporation's initial registered office is 115 North Calhoun Street, Suite 4, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is National Corporate Research, Ltd., Inc.

**ARTICLE VII**

The name of the Incorporator is L. Frank Cordero and the address of the Incorporator is c/o Akerman LLP, 98 Southeast Seventh Street, Suite 1100, Miami, Florida 33131.

**ARTICLE VIII**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21 day of June, 2016.



L. Frank Cordero, Sole Incorporator

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**CERTIFICATE OF ACCEPTANCE BY**  
**REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of PRODEMA USA INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

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

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 21<sup>st</sup> day of June, 2016.

National Corporate Research, Ltd., Inc.

By: Michelle Walker, Asst. Sec.  
Name: Michelle Walker  
Title: Assistant Secretary

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