

12/16/2016

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
CUBA COUNSEL CORP.

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ARTICLES OF INCORPORATION
OF
CUBA COUNSEL CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Cuba Counsel Corp. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 888 Southeast Third Avenue, Suite 400, Fort Lauderdale, Florida 33316.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
10,000	\$.01	Common

ARTICLE IV

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 888 Southeast Third Avenue, Suite 400, Fort Lauderdale, Florida 33316, and its initial registered agent at such office is Torres Law, P.A.

ARTICLE V

Board of Directors; Officers

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 shall be two, and the names and addresses of the members of the initial Board of Directors who will serve as the Corporation's

directors until their successors are duly elected and qualified are:

Beatriz Toledo	888 Southeast Third Avenue Suite 400 Fort Lauderdale, Florida 33316
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Osvaldo F. Torres	888 Southeast Third Avenue Suite 400 Fort Lauderdale, Florida 33316
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The following persons shall serve as the initial officers of the Corporation until their successors are duly elected and qualified:

President and Treasurer	Beatriz Toledo
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Secretary	Osvaldo F. Torres
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ARTICLE VI

Incorporator

The name of the Incorporator is Osvaldo F. Torres, and the address of the Incorporator is 888 Southeast Third Avenue, Suite 400, Fort Lauderdale, Florida 33316.

ARTICLE VII

Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter. Any indemnification by the Corporation in favor of any officer or director or other indemnified party shall be fully subordinate to the Loan and shall not constitute a claim against the Corporation in the event that insufficient funds exist to pay all its obligations to its creditors.

ARTICLE VIII

Conflict

In the event of a conflict between these Articles of Incorporation and the Bylaws of the Corporation, these Articles of Incorporation shall control.

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 December 15, 2016.


By: 
Osvaldo F. Torres
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, Torres Law, P.A. (Document No. P05000012792), having been named the Registered Agent of Cuba Counsel Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

TORRES LAW, P.A.:

December 15, 2016

By: 
Osvaldo F. Torres
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA