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**FLORIDA PROFIT/NON PROFIT CORPORATION  
TU SPA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**FEB 07 2017**

**K. Brumley**

(FL 70000330403)

## ARTICLES OF INCORPORATION

OF

TU SPA, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I - NAME

The name of the corporation shall be: **TU SPA, INC.**

### ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

### ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the operation of any and all lawful business permitted under the laws of the State of Florida and the United States of America.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

### ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any stock of this corporation of the same kind, class or service, as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the principal office is 10250 NW 87 Street, Doral, FL 33178; the mailing address of the principal office is 10250 NW 87 Street, Doral, FL 33178; and the street address of the initial registered agent of this corporation is 7300 N. Kendall Drive, Suite 520, Miami, FL 33156. The name of the registered agent is Giorgio L. Ramirez, Esquire.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time by the by-laws but shall never be less than one. The name and address of the initial director(s) of this corporation is:

P/D  
Verushka Escudero  
10250 NW 87 Street  
Doral, FL 33178

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Giorgio L. Ramirez, Esquire  
7300 N. Kendall Drive, Suite 520  
Miami, FL 33156

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

#### ARTICLE XI - SHAREHOLDER VOTING AND QUORUM

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.


#### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Giorgio L. Ramirez, Registered Agent

Date: 2/4/17

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Giorgio L. Ramirez, Incorporator

Date: 2/4/17

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