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(Business Entity Name)

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TALLAHASSEE FLORIDA

MAR 22 2017

T. SCHROEDER

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: IALEC Investments Corporation

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Alberto Amorós

Contact Person

Firm/Company

9700 S Dixie Hwy, Suite 600

Address

Miami, FL 33156

City, State and Zip Code

jarac@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alberto Amorós

at (305) 670-3716

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input checked="" type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input type="checkbox"/> \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status |
|---|---|--|--|

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Certificate of Conversion

For

"IALEC INVESTMENTS CORPORATION"

Into Florida Profit Corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

IALEC INVESTMENTS LLC *L12-16033*

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on May 16, 2012.

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

State of Florida.

4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

IALEC INVESTMENTS CORPORATION

5. If not effective on the date of filing, enter the effective date:

Signed this *20th* day of March, 2017.

[Signature]

Cesar Fry Cisneros
Manager & Sole Member

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ARTICLES OF INCORPORATION

OF

IALEC INVESTMENTS CORPORATION

In compliance with the Florida Statutes, Chapter 607 "Florida Business Corporation Act"

ARTICLE I
NAME

The name of the corporation (hereinafter called the "Corporation") is: IALEC INVESTMENTS CORPORATION.

ARTICLE II
PRINCIPAL OFFICE

The Corporation's Principal Office in the State of Florida is at 9700 South Dixie Highway, Suite 600, Miami, Florida 33156-2825. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE III
DURATION

The Corporation is to have perpetual existence.

ARTICLE IV
PURPOSES

The nature of the business and of the purposes to be conducted and promoted by the

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Corporation which shall be to enter into any lawful business, either for its own account, or for the account of others, and to promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct the Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone, through, or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, make and perform any contracts and do any acts and thing, and carry on any business.

Nothing herein contained shall be deemed or construed as authorizing, or permitting, or purporting to authorize or permit the Company to carry on any business, exercise any power, or do any act which the Company may not, under the Florida Business Corporation Act, lawfully carry on, exercise, or do under the Laws of the State of Florida, and of the United States of America.

ARTICLE V POWERS OF THE CORPORATION

The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs and may exercise any powers, without any limitation whatsoever, under the Florida Business Corporation Act, under which this Corporation is formed.

ARTICLE VI CAPITAL STOCK

The total number of shares which the Corporation has authority to issue is one hundred thousand (100,000) shares of capital stock without par value.

All such shares are of one class and are shares of common stock.

ARTICLE VII REGISTERED AGENT

The Corporation's Registered Agent is Alberto Amorós whose post office address is 9700 South Dixie Highway, Suite 600, Miami, Florida 33156-2825.

ARTICLE VIII DIRECTORS

The initial number of directors of the Corporation shall be one (1), and the name and address of the one who shall act as such until the first annual meeting or until her successors is duly

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elected and qualify is as follows:

Carolina CARRILLO BOZA 9700 South Dixie Highway
Suite 600
Miami, Florida 33156-2825

Unless otherwise provided by the Bylaws of the Corporation, the directors of the Corporation need not be stockholders.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is as follows: Alberto Amorós whose post office address is 9700 South Dixie Highway, Suite 600, Miami, Florida 33156-2825.

ARTICLE X DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

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Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Corporation against any liability to the Corporation or its stockholders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless

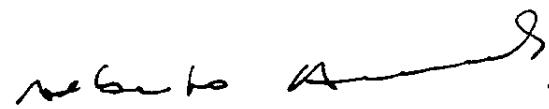
disregard of the duties involved in the conduct of his office.

ARTICLE XII AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Corporation at the time outstanding and entitled to vote, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XII.

The term "this Articles of Incorporation" as used herein and in the Bylaws of the Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this 20th day of March, A. D. 2017 .



Alberto Amorós
Incorporator

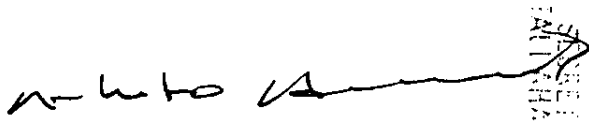
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IALEC INVESTMENTS CORPORATION

In compliance with the Florida Business Corporation Act, the following is submitted:

First, That, IALEC Investments Corporation, desiring to organize under the Florida Business Corporation Act, has named Alberto Amorós of 9700 South Dixie Highway, Suite 600, Miami, Florida 33156-2825, as its statutory Registered Agent.

Second, That, having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping the registered office open, and I accept the obligations of section 607.0505 F. S.


Alberto Amorós
Registered Agent

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Date: March 20, 2017