

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

GESTION ~~GESTION~~ U.S.A. 1 CORP.

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**ARTICLES OF INCORPORATION
OF GESTIÓN U.S.A. 1 CORP.**

ARTICLE I. - NAME

The name of the Corporation is **GESTIÓN U.S.A. 1 CORP.** (hereinafter referred to as the "Corporation").

ARTICLE II. - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, at \$1.00 par value per share.

ARTICLE III. - PRINCIPAL MAILING ADDRESS

The current address of the principal place of business and current mailing address of the Corporation is 13611 Deering Bay Drive, Apartment 602, Coral Gables, Florida 33158.

ARTICLE IV. - PURPOSE

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

ARTICLE V. - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than nine (9) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

Roberto Laya Leria
13611 Deering Bay Drive, Apartment 602
Coral Gables, Florida 33158

ARTICLE VI. - REGISTERED OFFICE and INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VII. - INCORPORATOR

The name and street address of the incorporator of the Corporation is Tara L. Miller, c/o Duane Morris LLP, 5100 Town Center Circle, Suite 650, Boca Raton, Florida 33486.

ARTICLE VIII. - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any

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breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE IX. - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE X. - BYLAWS

The Board shall have the power to adopt the Bylaws of the Corporation. The Bylaws of the Corporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law. Certain material transactions of the Corporation, set forth in the Bylaws of the Corporation, shall require approval of the shareholders of the Corporation.

ARTICLE XI. - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 5th day of April, 2017.



Tara L. Miller, Incorporator

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**CONSENT OF REGISTERED AGENT
OF
GESTIÓN U.S.A. 1 CORP.**

The undersigned, **CORPORATION SERVICE COMPANY**, whose address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of **GESTIÓN U.S.A. 1 CORP.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: [Signature]
Name: Joe Dutch
Its: Authorized Officer
Date: April 5, 2017