

Division of Corporations

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## COR AMND/RESTATE/CORRECT OR O/D RESIGN CHICHARRON USA, INC.

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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CHICHARRON USA, INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation:

1. The name of the corporation is: CHICHARRON USA, INC.
2. The original Articles of Incorporation of the corporation were filed with the Department of State on May 23, 2017, and assigned Document No. P17000045729.
3. The Amended and Restated Articles of Incorporation shall be effective upon the filing thereof with the Department of State.
4. The text of the corporation's Amended and Restated Articles of Incorporation is as follows:

**ARTICLE I**

Name

The name of the corporation is: CHICHARRON USA, INC.

**ARTICLE II**

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

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### ARTICLE III

#### Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

### ARTICLE IV

#### Existence

The existence of the corporation shall be perpetual.

### ARTICLE V

#### Address

The principal office and mailing address of the corporation is:

1395 Brickell Avenue  
14<sup>th</sup> Floor-JHF  
Miami, Florida 33131

### ARTICLE VI

#### Registered Office and Registered Agent

The street address of the registered office of the corporation is 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, and the registered agent of the corporation at that address is John H. Friedhoff, Esq.

### ARTICLE VII

#### Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

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(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VIII

##### Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The names and addresses of the directors, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the ensuing year or until successors are elected or appointed and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>
Javier Enrique Flores Cortes	1395 Brickell Avenue 14 <sup>th</sup> Floor-JHF Miami, Florida 33131
Clarisa Magaña Bou	1395 Brickell Avenue 14 <sup>th</sup> Floor-JHF Miami, Florida 33131

#### ARTICLE IX

##### Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

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The names and addresses of the officers, who shall serve in the capacities indicated for the first year of existence of the corporation or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Javier Enrique Flores Cortes	1395 Brickell Avenue 14 <sup>th</sup> Floor-J111 Miami, Florida 33131	President and Treasurer
Clarisa Magaña Bou	1395 Brickell Avenue 14 <sup>th</sup> Floor-J111 Miami, Florida 33131	Vice President and Secretary

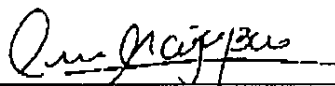
## ARTICLE X

## Amendment

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

5. The foregoing Amended and Restated Articles of Incorporation were adopted by the Board of Directors without shareholder action on August 29, 2017, in the manner prescribed by Sections 607.1002 and 607.1007 of the Florida General Corporation Act. The restatement does not contain an amendment requiring shareholder approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 29th day of August, 2017.

  
Clarisa Magaña Bou, as Vice President

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

CHICHARRON USA, INC., desiring to organize under the laws of the State of Florida, hereby designates John H. Friedhoff, Esq. as its registered agent and 1395 Brickell Avenue, 14<sup>th</sup> Floor, Miami, Florida 33131, as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
John H. Friedhoff

Registered Agent