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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
ICP INVESTMENTS USA, INC.**

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| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION
OF
ICP INVESTMENTS USA, INC.

ARTICLE I

The name of the corporation is ICP INVESTMENTS USA, INC. (hereinafter, the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is:

PGA Concourse Building
5606 PGA Boulevard
Suite 211
Palm Beach Gardens, Florida 33418

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is PGA Concourse Building, 5606 PGA Boulevard, Suite 211, Palm Beach Gardens, Florida 33418 and the name of its initial registered agent at such office is Stephen S. Mathison, Esq.

ARTICLE VI

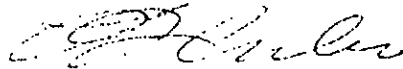
The name of the Incorporator and the address of the Incorporator is L. Frank Cordero, Esq., 98 S.E. 7th Street, Suite 1100, Miami, Florida 33131.

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ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by applicable law.

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 25th day of June, 2018.



L. Frank Cordero, Esq., Incorporator

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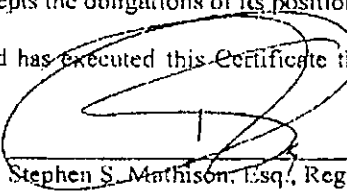
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**CERTIFICATE OF
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of ICP Investments USA, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 25th day of June, 2018.


Stephen S. Mathison, Esq., Registered Agent

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