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(Requestor's Name)

(Address)

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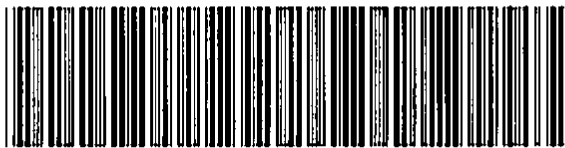
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18 AUG 30 AM 10:38

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

AUG 31 2018

T SCHROEDER

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 369060 4713582

AUTHORIZATION :

COST LIMIT : \$ 70.00



ORDER DATE : August 30, 2018

ORDER TIME : 10:00 AM

ORDER NO. : 369060-005

CUSTOMER NO: 4713582

DOMESTIC FILING

NAME: FNTC AMERICA CORPORATE  
HOLDINGS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

August 29, 2018

State of Florida Secretary of State  
Attn: Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



FNTC America Holding Corp.  
495 Grand Boulevard, Ste. 206  
Miramar Beach, FL  
t 866 978 2571  
w www.fntcamerica.com

*By: Overnight Courier*

*Re: Formation of FNTC America Corporate Holdings, Inc.  
Consent to Use of Name*

Dear Sir or Madam,

The purpose of this letter is to inform the Secretary of State, Division of Corporations that FNTC America Holding Corp. does not object to the use of the name FNTC America Corporate Holdings, Inc. and hereby gives it consent to FNTC America Corporate Holdings, Inc. to be formed and use this name.

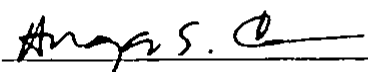
If you have any questions, please contact Douglas S. Carr at (866) 978-2571.

Sincerely,

A handwritten signature in black ink, appearing to read "Douglas S. Carr", with a stylized flourish at the end.

Douglas S. Carr

FNTC America Holding Corp.  
P09000086165

By:   
Name: Douglas S. Carr  
Its: Vice President

ARTICLES OF INCORPORATION  
OF  
FNTEC AMERICA CORPORATE HOLDINGS, INC.

(A Florida Corporation)

The undersigned, being a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation (as the same may be amended or otherwise modified from time to time, the "**Articles**"):

ARTICLE I – NAME

The name of the corporation shall be FNTEC America Corporate Holdings, Inc.

ARTICLE II – ADDRESS

The principal place of business and mailing address of the Corporation is 495 Grand Boulevard, Suite 206, Miramar Beach, Florida 32550.

ARTICLE III – NUMBER OF SHARES

The number of shares that the Corporation is authorized to issue is Ten (10) shares, all of which shall have a par value of One Dollar (\$1.00) per share. All shares of the Corporation shall be of the same class and shall be common shares.

ARTICLE IV – REGISTERED AGENT

The name and address of the initial registered agent for the service of process upon the Corporation is:

John P. Raney  
4399 Windrush Drive  
Niceville, FL 32578

ARTICLE V – INCORPORATOR

The name and address of the Incorporator of the Corporation is as follows (the "**Incorporator**"):

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TALLAHASSEE, FLORIDA

Douglas S. Carr  
c/o FNTC America Ltd.  
410 Amherst Street, Ste. #217  
Nashua, NH 03063

#### ARTICLE VI – PURPOSE

The sole and exclusive purpose for which the Corporation is organized is to hold shares of stock in a Florida corporation, in accordance with, as limited by, and subject to, its Bylaws and other related documents. The Corporation shall not (a) merge or consolidate with any other person or entity; (b) incur debt for borrowed money or guaranty any debt for borrowed money; (c) guaranty or assume any liabilities or obligations of any other person or entity; (d) permit any other person or entity to assume or guaranty any liabilities or obligations of the Corporation; (e) sell, transfer, assign, pledge or convey in any manner whatsoever any stock owned by the Corporation except as provided in the Corporation's Bylaws (the “Bylaws”), or (f) after the date of these Articles, form, or cause to be formed, any subsidiaries.

#### ARTICLE VII – TERM

The duration of the Corporation shall be perpetual.

#### ARTICLE VIII – INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporations Act, as the same may be amended and supplemented from time to time, protect, save, keep harmless, defend and indemnify any and all persons whom it shall have power to indemnify under said provisions, including without limitation any affiliate, shareholder, officer, director, employee and agent, from and against any and all claims, demands, suits, losses, penalties, fines, expenses, costs and liabilities of any nature or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office, and 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.

#### ARTICLE IX – CORPORATE RESTRICTIONS; DIRECTORS; LIMITATIONS ON RIGHTS OF CORPORATION

(a) The Corporation shall not engage in any business or activity other than as permitted by Article VI hereinabove.

(b) The Corporation shall maintain a board of directors initially comprised of three (3) directors. The names and addresses of the initial Directors of the Corporation are:

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NASHUA, NEW HAMPSHIRE, FLORIDA

Declan T. Kenny  
c/o FNTC America Ltd.  
410 Amherst Street, Ste. #217  
Nashua, NH 03063

John P. Raney  
c/o FNTC America Ltd.  
410 Amherst Street, Ste. #217  
Nashua, NH 03063

Douglas S. Carr  
FNTC America Ltd.  
410 Amherst Street, Ste. #217  
Nashua, NH 03063

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Directors shall hereafter be elected as provided in the Bylaws.

(c) The Corporation shall not, without the affirmative vote of all members of the board of directors of the Corporation, take any actions to (i) institute any proceedings to adjudicate the Corporation as bankrupt or insolvent, consent to the institution of bankruptcy or insolvency proceedings against the Corporation, file a petition seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy, consent to the appoint of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or substantial part of its property or admit its inability to pay its debts generally as they become due or authorize any of the foregoing to be done or take on behalf of the Corporation; (ii) dissolve or liquidate, in whole or in part; or (iii) amend these Articles of Incorporation to alter, change or repeal in any manner or delete Article VI or this Article IX of these Articles of Incorporation. Subject to the foregoing, the Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the law of the State of Florida, and all rights of the stockholders herein are granted subject to this reservation.

#### ARTICLE X – ADDITIONAL PROVISIONS

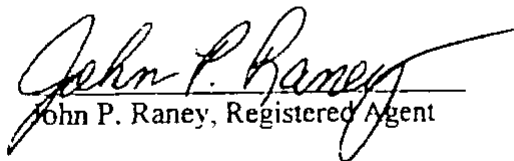
No officer, director or shareholder shall be personally liable for any debt or other obligation of the Corporation.

Where the context of these Articles permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Should any paragraph, sentence, phrase or portion thereof, of any provision of these Articles or of any bylaws or rules and regulations promulgated thereunder be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts thereof or of the remaining instruments or the application of such provisions to different circumstances.

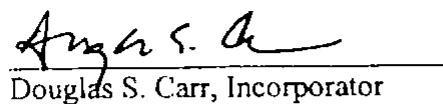
The effective date and time of these Articles shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.

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

  
John P. Raney, Registered Agent

8/28/2018  
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

  
Douglas S. Carr, Incorporator

8.28.18  
Date

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