

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
ABRA INVESTMENTS HOLDINGS, INC.**

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**ARTICLES OF INCORPORATION
OF
ABRA INVESTMENTS HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: ABRA INVESTMENTS HOLDINGS, 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").

ARTICLE III

Authorized Capital

(a) The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares consisting of Five (5) shares of Class A voting common stock having a par value of \$1.00 per share and Nine Hundred and Ninety-Five (995) shares of Class B nonvoting common stock having a par value of \$1.00 per share.

(b) Class A voting common stock shall entitle the holder thereof to vote on all matters relating to the corporation permitted by the Articles of Incorporation and By-Laws of the corporation and by the Act to be voted upon by a shareholder of a Florida corporation. Class B nonvoting common stock shall not entitle the holder thereof to vote on any matters relating to the corporation, except to the extent that the Act expressly grants a right to vote on a particular matter. The voting rights of holders of Class A common stock shall be interpreted in the broadest manner permitted by the Act, and the statutory right to vote that the holders of Class B common stock may have shall be interpreted in the most restrictive manner permitted by the Act.

(c) Class A voting common stock and Class B nonvoting common stock shall entitle the holders thereof to participate on a *pro rata* basis, without regard to class, in the dividends and distributions of the corporation and in all other respects the holders of Class A voting common stock and Class B nonvoting common stock shall have the same rights and privileges with respect to the corporation under the Act except as to voting rights as set forth in the immediate preceding section (b).

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ARTICLE IV

Existence

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

ARTICLE V

Address

The principal office and mailing address of the corporation is:

55 NE 5th Avenue, Suite 501
Boca Raton, Florida 33432

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 55 NE 5th Avenue, Suite 501, Boca Raton, Florida 33432, and the initial registered agent of the corporation at that address is Monique Troncone.

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 such person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person 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.

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

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ARTICLE VIII

Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Santiago Vásquez Obando	55 NE 5 ^a Avenue, Suite 501 Boca Raton, Florida 33432

ARTICLE IX

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

<u>Name</u>	<u>Address</u>
Santiago Vásquez Obando	55 NE 5 ^a Avenue, Suite 501 Boca Raton, Florida 33432
Jose Pablo Mesa Ramirez	55 NE 5 ^a Avenue, Suite 501 Boca Raton, Florida 33432
Juan Jose Cruz	55 NE 5 ^a Avenue, Suite 501 Boca Raton, Florida 33432

ARTICLE X

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 initial 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:

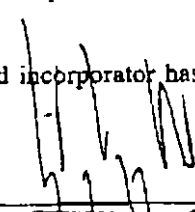
<u>Name</u>	<u>Address</u>	<u>Title</u>
Santiago Vásquez Obando	55 NE 5 th Avenue, Suite 501 Boca Raton, Florida 33432	President
Jose Pablo Mesa Ramirez	55 NE 5 th Avenue, Suite 501 Boca Raton, Florida 33432	Vice President, Secretary and Treasurer

ARTICLE XI

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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of September, 2018.



Santiago Vásquez Obando, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

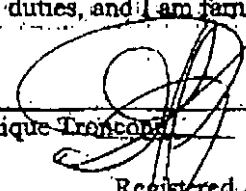
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

ABRA INVESTMENTS HOLDINGS, INC. desiring to organize under the laws of the State of Florida, hereby designates Monique Troncone as its registered agent and 55 NE 5th Avenue, Suite 501, Boca Raton, Florida 33432, 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.



Monique Troncone

Registered Agent