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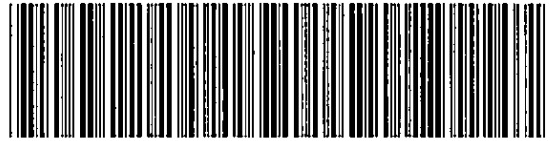
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FLORIDA OFFICE OF
FINANCIAL REGULATION



INTEROFFICE COMMUNICATION

DATE: 9/27/2019

TO: Ms. Diane Cushing, Department of State
Division of Corporations

FROM: Jason M. Guevara, Financial Administrator, Division of Financial Institutions

RE: **Portofino Family Trust Company**

SEP 27 PM 1:20
For [unclear] [unclear]

Please file the attached articles for the above-reference entities to be filed in the following order:

- Amended and Restated Articles of Incorporation for Portofino Family Trust Company effective Friday, September 27, 2019.

Please make the following distribution of copies:

- (1) One certified copy to: Jason Guevara
Office of Financial Regulation
Licensing & Chartering
200 East Gaines Street
Tallahassee, FL 32399
- (2) One certified copy to: Mr. Mauricio D. Rivero
Nelson Mullins Broad & Cassel
2 South Biscayne Boulevard, 21st Floor
Miami, FL 33131

Also attached is a check that represents payment of the filing fees and certified copies. If you have any questions, please call (850) 410-9513.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PORTOFINO FAMILY TRUST COMPANY**

SEP 27 PM 11:20

Pursuant to the authority of the Florida Business Corporation Act, Chapter 607, Florida Statutes, **PORTOFINO FAMILY TRUST COMPANY**, a Florida corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation, which amend and restate and supersede the Articles of Incorporation of the Corporation filed with the Florida Department of State on December 21, 2018 and assigned document number P18000102636:

**ARTICLE I
NAME**

The name of the corporation is **PORTOFINO FAMILY TRUST COMPANY**.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 2240 NW 114 Avenue, Unit ZM, Miami, Florida 33192.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to provide fiduciary services to one or more family members and as authorized under Section 662, Florida Statutes, and the regulations thereunder. The fiduciary services are restricted to family members of the designated relative and their related interests pursuant to the powers conferred on family trust companies by the State of Florida under Chapter 662 of the Florida Statutes and regulations thereunder.

**ARTICLE IV
PROHIBITIONS**

The Corporation shall not engage in or offer its services to the general public, and may not engage in any of the prohibited activities designated under Section 662.131, Florida Statutes.

**ARTICLE V
REGISTERED AGENT**

The name and address of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc., 2 South Biscayne Boulevard, 21st Floor, Miami, Florida 33131.

ARTICLE VI
DIRECTORS

The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Corporation's Bylaws but shall never be less than three. The names and addresses of the initial directors are:

Reina de los Angeles Rincon de McPeck
Calle La Ceiba
Quinta Portofino Prados del Este
Caracas, Venezuela 1080

George Eduardo McPeck Camero
Calle La Ceiba
Quinta Portofino Prados del Este
Caracas, Venezuela 1080

Melissa Cristina McPeck Rincon
Calle La Ceiba
Quinta Portofino Prados del Este
Caracas, Venezuela 1080

Juan Pablo Martinez-Blat
1221 Brickell Ave.
Suite 2410
Miami, FL 33131

ARTICLE VII
CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any director or officer to the fullest extent permitted by Florida law.

ARTICLE IX
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE X
**AMENDMENTS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation shall not be amended without prior written notice to the State of Florida Office of Financial Regulation as provided for in Section 662.123, Florida Statutes.

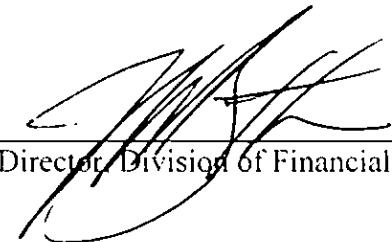
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, for purposes of amending and restating the Corporation's Articles of Incorporation pursuant to the laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of this 11 day of July, 2019.

PORTOFINO FAMILY TRUST COMPANY

By: 
Reina de los Angeles Rincon de McPeck
President

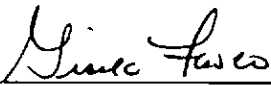
The foregoing Amended and Restated Articles of Incorporation of Portofino Family Trust Company contain the information required under Section 662.123, Florida Statutes, and are approved by Office of Financial Regulation this 26th day of September, 2019, in Tallahassee, Florida.


Director, Division of Financial Institutions

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
PORTOFINO FAMILY TRUST COMPANY**

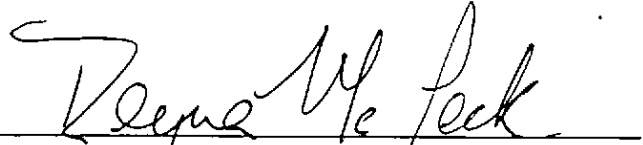
I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

B & C Corporate Services, Inc.

By: 
Gisela Fasco, Vice President

CERTIFICATE

I hereby certify that the foregoing Amended and Restated Articles of Incorporation of Portofino Family Trust Company (the "Corporation") was adopted by Joint Written Consent of the Board of Directors and Shareholder of the Corporation effective as of 7/11, 2019. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval. There were no voting groups entitled to vote separately on the Amended and Restated Articles of Incorporation.



Reina de los Angeles Rincon de McPeck
President