

P190000 13624

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TECHNOLOGY

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

ACCOUNT NO. : I20000000195

REFERENCE : 018370 4311639

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 43.75

ORDER DATE : October 21, 2019

ORDER TIME : 1:07 PM

ORDER NO. : 018370-005

CUSTOMER NO: 4311639

DOMESTIC AMENDMENT FILING

NAME: DIGITAL HOLDINGS USA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIGITAL HOLDINGS USA, INC.
(A Florida Corporation)**

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

1. The name of the corporation is Digital Holdings USA, Inc. (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was February 8, 2019. The document number assigned to the Corporation by the Florida Department of State is No.: P19000013624.

2. The Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Board of Directors and the sole Shareholder of the Corporation on July 24, 2019 in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
Name of Corporation**

The name of the Corporation is Digital Holdings USA, Inc.

**ARTICLE II
Address of Corporation**

The principal place of business and mailing address of the Corporation is:

800 Waterford Way
Suite 300
Miami, FL 33126

**ARTICLE III
Purpose**

The Corporation is organized and authorized to engage in any lawful act or activity for which a corporation organized under the Florida Business Corporation Act may engage.

**ARTICLE IV
Duration**

The Corporation shall exist perpetually unless dissolved according to law.

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ARTICLE V
Capital Stock

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having no par value. 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.

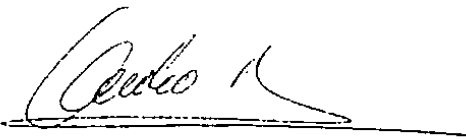
ARTICLE VI
Registered Agent and Office Address

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, Florida 32301. The name of the Corporation's registered agent at that office is Corporation Service Company.

ARTICLE VII
Indemnification

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 duly authorized representative of the Corporation executed these Amended and Restated Articles of Incorporation this 10th day of October, 2019.



By: _____
Emilio Díaz Expósito, Chief Executive Officer

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TALLAHASSEE, FLORIDA
STATE SECRETARY OF REVENUE

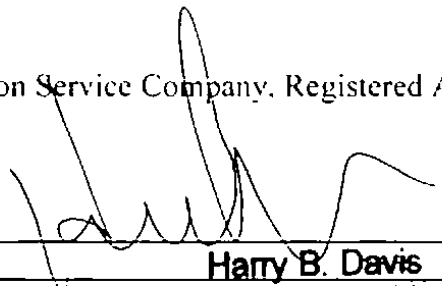
CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

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 Digital Holdings USA, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated 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 Amended and Restated 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.

10/21 IN WITNESS WHEREOF, the undersigned has executed this Certificate as of
_____, 2019.

Corporation Service Company, Registered Agent

By: 
Name: Harry B. Davis
Title: Asst. Vice President

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STATE OF FLORIDA
CLERK OF THE COURT