

7/18/2019

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## FLORIDA PROFIT/NON PROFIT CORPORATION GRUPO BIOAVO CORP.

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**GRUPO BIOAVO CORP.****ARTICLES OF INCORPORATION****ARTICLE I - NAME**

The name of the Corporation is **GRUPO BIOAVO CORP.** (hereinafter referred to as the "Corporation").

**ARTICLE II - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of Common Stock, at \$0.01 par value per share.

**ARTICLE III - PRINCIPAL MAILING ADDRESS**

The current address of the principal place of business and current mailing address of the Corporation is 2645 Executive Park Drive, Suite 668, Weston, Florida 33331.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than nine (9) directors, and shall initially consist of three (3) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

**Jesus Lopez**

2645 Executive Park Dr., Ste. 668  
Weston, FL 33331

**Eloy Vargas Arreola**

2645 Executive Park Dr., Ste. 668  
Weston, FL 33331

**Jorge Guemez**

2645 Executive Park Dr., Ste. 668  
Weston, FL 33331

**ARTICLE VI - REGISTERED OFFICE and INITIAL REGISTERED AGENT**

The name and street address of the Company's registered agent and its registered office are **PEDRO SOMARRIBA**, 2645 Executive Park Drive, Suite 668, Weston, Florida 33331.

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**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of the Corporation is **YOSEF B. SHWEDEL**, 3201 NE 183<sup>rd</sup> Street, Unit 1007, Aventura, Florida, 33160.

**ARTICLE VIII - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

**ARTICLE X - BYLAWS**

The Board shall have the power to adopt the Bylaws of the Corporation. The Bylaws of the Corporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law. Certain material transactions of the Corporation, set forth in the Bylaws of the Corporation, shall require approval of the shareholders of the Corporation.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation this 18 day of July, 2019.

  
\_\_\_\_\_  
**YOSEF B. SHWEDEL**, Incorporator

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**CONSENT OF REGISTERED AGENT  
OF  
GRUPO BIOAVO CORP.**

The undersigned, **PEDRO SOMARRIBA**, hereby accepts appointment as the initial registered agent of **GRUPO BIOAVO CORP.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
**PEDRO SOMARRIBA**

Date: July 18, 2019

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