

10/15/2020

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION**Cheshire U.S. Capital II Corp.**

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**ARTICLES OF INCORPORATION
OF
CHESHIRE U.S. CAPITAL II CORP.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Cheshire U.S. Capital II Corp. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 20807 Biscayne Boulevard, Suite 301, Aventura FL 33180.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 50,000, all of which shall be common stock with a par value of \$0.01 per share.

ARTICLE V: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of 2 members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws but shall never be less than one. The names and addresses of the individuals who will serve on the initial board of directors are:

Daniel E. Levy, Director
c/o Prince Capital Partners LLC
20807 Biscayne Boulevard, Suite 301
Aventura, FL 33180

David Mayer, Director
c/o Prince Capital Partners LLC
20807 Biscayne Boulevard, Suite 301
Aventura, FL 33180

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ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 20807 Biscayne Boulevard, Suite 301, Aventura FL 33180. The name of the initial registered agent of the Corporation at that office is Ignacio Luzarraga, Esq.

ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Ignacio Luzarraga, Esq.
c/o Prince Capital Partners LLC
20807 Biscayne Boulevard, Suite 301
Aventura FL 33180.

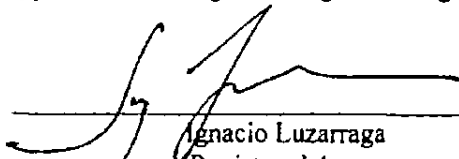
ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation 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.

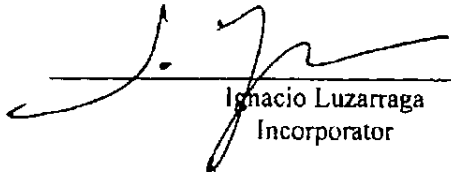


Ignacio Luzarraga
Registered Agent

October 15, 2020

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FL

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.



Ignacio Luzarraga
Incorporator

October 15, 2020

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