

Florida Department of State

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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : AVILA RODRIGUEZ HERNANDEZ MENA & FERRI LLP
Account Number : I20070000136
Phone : (786)594-4102
Fax Number : (786)664-3375

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DOMESTICATION VE PARTS GROUP, INC.

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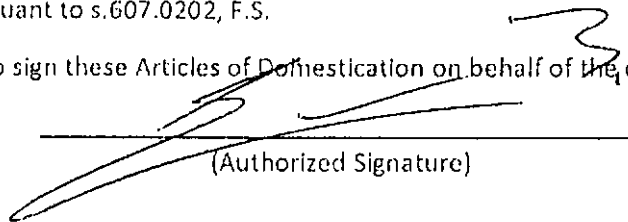
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Articles of Domestication
Foreign Corporation Domesticating to Florida

The undersigned, LEONARDO VIVANCO PRESIDENT
(Name) (Title)
of VE PARTS GROUP, INC, a foreign
corporation, in accordance with s. 607.11922, Florida Statutes, submit these Articles of
Domestication.

1. Then name of the domesticating corporation is VE PARTS GROUP, INC.
(Foreign Corporation)
2. The jurisdiction and date of its formation is DELAWARE 11/8/2020
3. The name of the domesticated corporation is VE PARTS GROUP, INC.
4. The jurisdiction of formation of the domesticated corporation is Florida
5. The domestication corporation is a foreign corporation and the domestication was
approved in accordance with its organic law.
6. Attached are Florida Articles of Incorporation to complete the domestication
requirements pursuant to s. 607.0202, F.S.

I certify I am authorized to sign these Articles of Domestication on behalf of the corporation.


(Authorized Signature)

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ARTICLES OF INCORPORATION

OF

VE PARTS GROUP, INC.

The undersigned, acting as incorporator of VE PARTS GROUP, INC. pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: VE PARTS GROUP, INC.

ARTICLE II. ADDRESS

The principal place of business of the corporation shall be:

2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, FL 33134

The mailing address of the corporation shall be:

2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, FL 33134

ARTICLE III. EFFECTIVE DATE

The corporation was initially formed in the State of Delaware on January 8, 2020 and is filing these Articles to change its domicile to the State of Florida and to become a Florida corporation with the effective date as of the filing of these Articles.

ARTICLE IV. PURPOSE

The corporation is organized for the purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$0.01 per share.

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Alcides I. Avila
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, Florida 33134

The incorporator of the corporation assigns to this corporation his or her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he or she assigns to those persons designated by the Board of Directors any rights he or she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. DIRECTORS

The name and address of the initial Director is:

Leonardo Vivanco
2525 Ponce de Leon Blvd., Suite 1225
Coral Gables, FL 33134

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation as of December 23, 2020.

Alcides I Avila

Digitally signed by Alcides I Avila
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email=aaavila@arhmf.com, c=US
Date: 2020.12.04 16:25:05 -05'00'

Alcides I. Avila, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That, **VE PARTS GROUP, INC.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2525 Ponce de Leon Blvd., Suite 1225, Coral Gables, State of Florida, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and that it is familiar with, and accepts, the obligations of that position.

Signed and dated this December 23, 2020

Interamerican Corporate Services LLC

Alcides I

Digitally signed by Alcides I Avila
DN: cn=Alcides I Avila, o, ou,
email=aaavila@arhmf.com, c=US
Date: 2020.12.04 16:25:40 -05 00'

By: Avila
Alcides I. Avila, Manager

DEPARTMENT OF
CORPORATION
FLORIDA

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