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FLORIDA PROFIT/NON PROFIT CORPORATION
Prossimo Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
PROSSIMO HOLDINGS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (collectively, the "FBCA"), with the intent and for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I
NAME, PRINCIPAL OFFICE & MAILING ADDRESS**

The name of this Corporation shall be: Prossimo Holdings, Inc. The initial principal business office of this Corporation shall be: 11400 SW 92nd Court, Miami, FL 33176. The initial mailing address of this Corporation shall be: 11400 SW 92nd Court, Miami, FL 33176.

**ARTICLE II
CORPORATE ACTIVITIES, PURPOSE & POWERS**

This Corporation may engage in any activity or business permitted under the FBCA and the laws of the State of Florida. The primary purpose for which this Corporation is formed is to own and hold certain investments and intangible assets. This Corporation shall have such authority and powers as may be necessary, proper, required, appropriate, incidental, advisable and/or convenient to perform and carry-out its activities and business and to accomplish its purpose.

**ARTICLE III
CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the characteristics of such capital stock for this Corporation are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
100	\$0.01	Voting Common

The consideration for all of said capital stock shall be payable in cash, property (real or personal, tangible or intangible) in lieu of cash, or labor and services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV
PERPETUAL EXISTENCE**

This Corporation shall commence its existence as of Tuesday, March 9, 2021 and shall exist in perpetuity thereafter, unless sooner dissolved according to its Bylaws and/or applicable law.

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**ARTICLE V
REGISTERED OFFICE & REGISTERED AGENT**

The initial registered office of this Corporation shall be: 1905 NW Corporate Boulevard, Suite # 310, Boca Raton, FL 33431 (Attn: Matthew M. Thompson, Esq.). The initial registered agent, at that address, shall be: BCRA, LLC.

**ARTICLE VI
INCORPORATOR**

The name of the Incorporator shall be: Matthew M. Thompson. The mailing address of the Incorporator shall be: 1905 NW Corporate Boulevard, Suite # 310, Boca Raton, FL 33431.

**ARTICLE VII
INITIAL DIRECTORS**

The Corporation shall, initially, have one (1) director. The name and initial mailing address of the initial, first and sole director of the Corporation, who shall hold office for the first year or until his successor(s) is (are) duly appointed, elected and qualified, shall be:

Ruben F. Martinez	11400 SW 92 nd Court
	Miami, FL 33176

**ARTICLE VIII
INITIAL OFFICERS**

The Corporation shall, initially, have a President, Secretary and Treasurer as officers of the Corporation. The name and offices of the initial officers of the Corporation, who shall hold office for the first year or until his successor(s) is (are) duly appointed, elected and qualified, shall be:

Ruben F. Martinez	President / Secretary / Treasurer
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**ARTICLE IX
CONFLICTS WAIVED**

No contract, agreement, transaction or arrangement between this Corporation and any other person, and no act or decision of this Corporation, shall in any way be affected, nullified, limited or invalidated by the fact that any of the shareholders, directors or officers of this Corporation are pecuniarily or otherwise interested in, or are owners, directors or officers of, such other person. Any shareholder, director or officer individually, or any entity of which any shareholder, director or officer may be an owner, director or officer, may be a party to, or may be pecuniarily or otherwise interested in, any contract, agreement, transaction or arrangement of this Corporation.

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**ARTICLE X
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders of this Corporation shall not be subject to payment of the corporate debts, liabilities or obligations to any extent or for any reason.

**ARTICLE XI
INDEMNIFICATION; INSURANCE**

This Corporation may indemnify, defend and insure its shareholders, directors and officers to the fullest extent permitted by applicable law.

**ARTICLE XII
WAIVER OF CERTAIN STATUTORY PROVISIONS**

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the FBCA, as each may be amended, supplemented, restated or modified from time to time, which sections relate to affiliated transactions and control-share acquisitions.

**ARTICLE XIII
PREEMPTIVE RIGHTS**

This Corporation expressly elects not to have preemptive rights. No shareholder of this Corporation shall be entitled to preemptive rights, and no shares of stock of any class authorized and issued by this Corporation shall be subject to any preemptive rights.

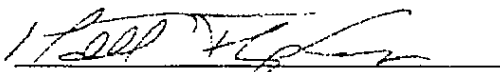
**ARTICLE XIV
DIRECTOR & OFFICER IMMUNITY**

To the maximum extent permitted by the FBCA and/or other applicable law, or any subsequent provision of like tenor and import, the directors and officers of this Corporation shall not have personal liability to this Corporation or its shareholders for monetary damages for breach of fiduciary duty while serving as a director or officer of this Corporation. This provision shall limit and eliminate the liability of a director or officer of this Corporation to the maximum extent permitted, from time to time, by the FBCA or any successor law(s). Any repeal or modification of the foregoing protection (being permitted and provided by the shareholders of this Corporation) shall not adversely affect any right or protection of any director or officer of this Corporation existing at the time of such repeal or modification.

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IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and outside the State of Florida, under the FBCA and the laws of the State of Florida, make, acknowledge, execute and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and accurate, and hereunto set my hand and seal this Tuesday, March 9, 2021.


Matthew M. Thompson, Incorporator

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

In compliance with the FBCA and the laws of the State of Florida, the following is submitted:

First -- That, the name of this Corporation is Prossimo Holdings, Inc.

Second -- That, this Corporation desiring to organize under the FBCA and the laws of the State of Florida, has designated 1905 NW Corporate Boulevard, Suite # 310, Boca Raton, FL 33431 (Attn: Matthew M. Thompson, Esq.) as the initial registered address and place of business for the service of process within this state.

Third -- That, this Corporation has appointed BCRA, LLC as its initial registered agent for the service of process within this state.

Having been named the statutory agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity as registered agent, and agree to comply with the provisions of the FBCA and Florida law relative to keeping the registered office open.

Dated as of this Tuesday, March 9, 2021.

By: 

Matthew M. Thompson, Esq.,
on behalf of BCRA, LLC

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