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Thank you!

ARTICLES OF DOMESTICATION

The undersigned, being all of the directors of **KUTER, S.A.**, a foreign corporation, in accordance with s. 607.11922, Florida Statutes, do hereby certify:


1. The date on which the company was first formed was March 11, 1980.
2. The name of the entity immediately prior to the filing of the Articles of Domestication was **KUTER, S.A.**
3. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to s. 607.0202 with this Articles of Domestication is **KUTER, INC.**
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the entity or any other equivalent jurisdiction under applicable law, immediately before the filing of the Articles of Domestication was Panama, Panama.
5. The domestication has been approved in accordance with the laws of the jurisdiction of formation of the domesticating entity.

[SIGNATURE PAGE FOLLOWS]

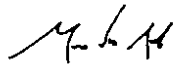
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We are authorized to sign these Articles of Domestication on behalf of **KUTER, S.A.** and have done so this 15th day of December 2021.

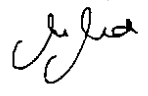
KUTER, S.A., a Panamanian corporation

By: 

Maria Dolores Nardi, Director

By: 

Maria Jose Nardi, Director

By: 

Monique Nardi, Director

ARTICLES OF INCORPORATION
OF
KUTER, INC.

ARTICLE I

The name of this corporation is **KUTER, INC.** (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 250 Catalonia Avenue, Suite 801, Coral Gables, Florida 33134.

ARTICLE IV

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 250 Catalonia Avenue, Suite 801, Coral Gables, FL 33134, and the name of its initial registered agent at such office is Nayrubit Hernandez.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until a successor has been duly elected and qualified. The name of the initial directors are Maria Jose Nardi, 250 Catalonia Avenue, Suite 801, Coral Gables, FL 33134, Maria Dolores Nardi, 250 Catalonia Avenue, Suite 801, Coral Gables, FL 33134, and Monique Nardi, 250 Catalonia Avenue, Suite 801, Coral Gables, FL 33134.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable

cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VIII

The name of the Incorporator is Steven M. Heckert, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 15th day of December, 2021.

/s/ Steven M. Heckert

Steven M. Heckert

Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **KUTER, INC.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

/s/ Nayrubit Hernandez
Nayrubit Hernandez
Registered Agent

Dated: December 15, 2021.

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