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FLORIDA PROFIT/NON PROFIT CORPORATION  
ANDES GLOBAL HOLDINGS CORP.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
ANDES GLOBAL HOLDINGS CORP.**

The undersigned incorporator, desiring to form a corporation under and pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes ("FBCA"), does hereby adopt and file the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Andes Global Holdings Corp. (the "Company").

**ARTICLE II  
ADDRESS**

The principal office and mailing address of the Company is:

1011 Sunnybrook Road  
Suite 1110  
Miami, Florida 33137

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates the following individual as its registered agent at that address to accept service of process within the State of Florida:

MDO CORPORATE SERVICES, LLC  
175 SW 7<sup>th</sup> Street, Suite 1900,  
Miami, Florida 33130

**ARTICLE IV  
DURATION AND CONTINUATION**

The period of the Company's duration shall commence on the Effective Date of these Articles of Incorporation, and shall continue perpetually, unless terminated in accordance with the Company's Bylaws or Shareholders Agreement, or in the absence thereof, by the written agreement of a majority of ownership interest of the shareholders of the Company.

**ARTICLE V  
CAPITAL STOCK**

Section 1. The Company is authorized to issue ten million (10,000,000) shares of common stock, \$0.01 par value per share ("Common Stock"). The number of authorized shares of Common Stock may be increased or decreased, but not below the number of shares thereof then

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outstanding, by the affirmative vote of the holders of at least two-thirds of the voting power of the then issued and outstanding shares of the Common Stock.

Section 2. Except as otherwise required by law or these Articles of Incorporation, each share of Common Stock shall have identical powers, preferences and rights, including rights in liquidation. No shareholder of the Company shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges, unless so authorized by the Company.

Section 3. Except as otherwise required by law or these Articles of Incorporation, the holders of shares of Common Stock shall have the sole right to vote on all matters on which shareholders of the Company are entitled to vote, including the election of directors. Each holder of shares of Common Stock shall be entitled to one (1) vote for each share of Common Stock on each matter properly submitted to the shareholders of the Company.

Section 4. Except as otherwise required by law or these Articles of Incorporation, the holders of shares of Common Stock shall be entitled to receive such dividends and other distributions (payable in cash, property or capital stock of the Company) when, as and if declared thereon by the Board of Directors of the Company (the "Board") from time to time out of any assets or funds of the Company legally available therefor and shall share equally on a per share basis in such dividends and distributions.

Section 5. The Company has the authority to create and issue rights, warrants and options entitling the holders thereof to acquire from the Company any shares of its capital stock of any class or classes, with such rights, warrants and options to be evidenced by or in instrument(s) approved by the Board. The Board is empowered to set the exercise price, duration, times for exercise and other terms and conditions of such rights, warrants or options; provided, however, that the consideration to be received for any shares of capital stock issuable upon exercise thereof may not be less than the par value thereof.

## **ARTICLE VI**

### **BOARD OF DIRECTORS & OFFICERS**

Section 1. The business and affairs of the Company shall be conducted, carried on, and managed by, or under the direction of, the Board. In addition to the powers and authority expressly conferred upon them by statute, these Articles of Incorporation, the Bylaws of the Company (the "Bylaws") or the Shareholders Agreement, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company

Section 2. The Board shall have the right to appoint such officers of the Company as it may deem appropriate to carry on and manage the business of the Company from time to time. The officers shall have the powers and authority expressly conferred upon them in the Bylaws and/or Shareholders Agreement of the Company, if applicable.

Section 3. The number of directors of the Board, and the number and nature of officers of the Company, shall be determined in the manner designated in the Bylaws or from time to time by resolution adopted by the Board, subject to any contractual rights of shareholders. Each director shall hold office until the annual meeting at which his or her term expires and until his or her successor shall be elected and qualified, or his or her death, resignation, retirement, disqualification or removal from office. The individuals below shall serve in their capacities until their successor(s) is/are duly elected and qualified:

<u>Name</u>	<u>Title and Mailing Address</u>
Santiago Manzur	Director, President and Secretary 1011 Sunnybrook Road Suite 1110 Miami, Florida 33137
Ivan D. Orrego	Director and Treasurer 1011 Sunnybrook Road Suite 1110 Miami, Florida 33137
Xavier Maldonado	Director and Vice President 1011 Sunnybrook Road Suite 1110 Miami, Florida 33137

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SECRETARY OF STATE  
ALLAHASSET, FLORIDA

#### **ARTICLE VII** **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

#### **ARTICLE VIII** **BYLAWS**

In furtherance and not in limitation of the powers conferred by law, the Board is expressly authorized to adopt, alter, amend, or repeal the Bylaws. The Bylaws may also be adopted, amended, altered, or repealed by the shareholders of the Company. No bylaws of the Company hereafter legally adopted, amended, altered, or repealed shall invalidate any prior act of the Board or officers of the Company that would have been valid if such Bylaw had not been adopted, amended, altered, or repealed.

#### **ARTICLE IX** **SHAREHOLDERS MEETINGS AND ACTIONS**

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Company may be kept outside of the State of Florida at such place

or places as may be designated from time to time by the Board or in the Bylaws. Any action required or permitted to be taken by the shareholders of the Company may be effected by written consent in lieu of a meeting; provided, however, that there exists approval by the holders of outstanding capital stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted.

## **ARTICLE X**

### **INDEMNIFICATION**

Section 1. To the fullest extent permitted by applicable law, as the same exists or as may hereafter be amended, an incorporator, director or officer of the Company shall not be personally liable to the Company or its shareholders for monetary damages for breach of a fiduciary duty as an incorporator, director or officer. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director or officer of the Company hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

Section 2. To the fullest extent permitted by applicable law, as the same exists or may hereafter be amended, the Company shall indemnify and hold harmless each person who is or was made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she is or was an incorporator, director or officer of the Company or, while a director or officer of the Company, is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, other enterprise or nonprofit entity, including service with respect to an employee benefit plan (an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, against all liability and loss suffered and expenses (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred by such indemnitee in connection with such proceeding. The Company shall to the fullest extent not prohibited by applicable law pay the expenses (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) incurred by an indemnitee in defending or otherwise participating in any proceeding in advance of its final disposition; provided, however, that, solely to the extent required by applicable law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking, by or on behalf of the indemnitee, to repay all amounts so advanced if it shall ultimately be determined that the indemnitee is not entitled to be indemnified hereunder or otherwise.

Section 3. The rights to indemnification and advancement of expenses conferred hereunder shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators. The rights to indemnification and advancement of expenses conferred on any indemnitee hereunder shall not be exclusive of any other rights that any indemnitee may have or hereafter acquire under law, these Articles of Incorporation, the Bylaws,

an agreement, vote of shareholders, vote or resolution of the Board, or otherwise. Nothing herein shall limit the right of the Company, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than indemnitees.

#### **ARTICLE XI** **AMENDMENT**

Notwithstanding anything to the contrary contained in these Articles of Incorporation, the Company reserves the right at any time and from time to time to amend, alter, change or repeal, in whole or in part, any provision contained in these Articles of Incorporation, and other provisions authorized by the laws of the State of Florida at the time in force that may be added or inserted, in the manner now or hereafter prescribed by these Articles of Incorporation and the FBCA by the affirmative vote of the holders of at least two-thirds of the voting power of the then issued and outstanding shares of the Common Stock.

#### **ARTICLE XII** **INCORPORATOR**

The name and mailing address of the incorporator of the Company is as follows:

Ivan D. Orrego  
1011 Sunnybrook Road  
Suite 1110  
Miami, Florida 33137

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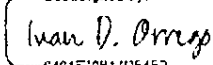
#### **ARTICLE XIII** **SEVERABILITY**

If any provision or provisions of these Articles of Incorporation shall be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever then, to the fullest extent permitted by law, (i) the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of these Articles of Incorporation (including, without limitation, each portion of any paragraph of these Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (ii) the provisions of these Articles of Incorporation (including, without limitation, each such portion of any paragraph of these Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to permit the Corporation to protect its directors, officers, employees and agents from personal liability in respect of their good faith service or for the benefit of the Corporation to the fullest extent permitted by law.

#### **ARTICLE XIV** **EFFECTIVE DATE**

The effective date, if other than the date of filing, of these Articles of Incorporation shall be June 20, 2022 (the "Effective Date").

IN WITNESS WHEREOF, the undersigned incorporator has duly executed these Articles of Incorporation, this 20<sup>th</sup> day of June, 2022.

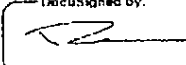
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Ivan D. Orrego, Incorporator

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COUNTY OF ST. JACOB  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ANDES GLOBAL HOLDINGS CORP. to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 607, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position this 20<sup>th</sup> day of June, 2022.

MDO CORPORATE SERVICES LLC

By:    
B419AAAE4FAB41C  
Richard Montes de Oca, Manager

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