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**FLORIDA PROFIT/NON PROFIT CORPORATION  
AVANTE AIP CORP.**

Certificate of Status	1
Certified Copy	0
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**T. SCOTT**

**AUG 11 2023**

**ARTICLES OF INCORPORATION  
OF  
AVANTE AIP, CORP.**

The undersigned, acting as incorporator of **AVANTE AIP, CORP.**, in compliance with Chapter 607 Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is **AVANTE AIP, CORP.**, (the "Corporation").

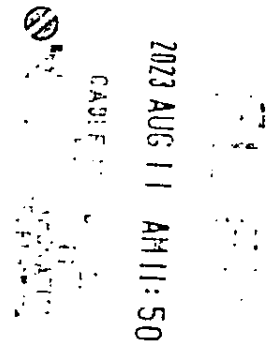
**ARTICLE II. ADDRESS**

The principal address of the corporation is:

**2121 S.W. 3<sup>rd</sup> Avenue  
8<sup>th</sup> Floor  
Miami, FL 33129**

The mailing address of the corporation is:

**2121 S.W. 3<sup>rd</sup> Avenue  
8<sup>th</sup> Floor  
Miami, FL 33129**



**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The purpose for which the Corporation 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 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.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2121 S.W. 3<sup>rd</sup> Ave. 8<sup>th</sup> Floor, Miami, FL 33129, and the name of the corporation's initial registered agent at that address is **TRANSAL CORPORATION**.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS AND OFFICERS**

The names, titles and addresses of the initial Directors and Officers of the Corporation are:

<u>Name</u>	<u>Title(s)</u>	<u>Address</u>
<b>Mauricio Ernesto Poma</b>	<b>Director and President</b>	<b>c/o 2121 S.W. 3<sup>rd</sup> Avenue 8<sup>th</sup> Floor Miami, FL 33129</b>
<b>Rodolfo Eustasio Pita</b>	<b>Director, Vice- President and Treasurer</b>	<b>c/o 2121 S.W. 3<sup>rd</sup> Avenue 8<sup>th</sup> Floor Miami, FL 33129</b>
<b>Marcello Marreco Sardenberg</b>	<b>Director and Secretary</b>	<b>c/o 2121 S.W. 3<sup>rd</sup> Avenue 8th Floor Miami, FL 33129</b>

#### **ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator is **Emilia Jarquin, 701 Brickell Avenue, Suite 3300, Miami, FL 33131**.

#### **ARTICLE IX. 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 X. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of

the State of Florida, has executed these Articles of Incorporation this 10th day of August, 2023.

*/s/ Emilia Jarquin*

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Emilia Jarquin, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

That **AVANTE AIP, CORP.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 2121 S.W. 3<sup>rd</sup> Avenue, 8<sup>th</sup> Floor, Miami, FL 33129, has named **TRANSAL CORPORATION**, 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, agrees to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 10th day of August, 2023.

**TRANSAL CORPORATION**

By:   
Name: **Marcello Sardenberg**  
Title: **Authorized Person**

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