

To

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From: Melissa Soy

P230000063449

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
MASTER HOLDINGS USA, CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Audit No: H23000305484.3

**ARTICLES OF INCORPORATION
OF
MASTER HOLDINGS USA, CORP.**

The undersigned, acting as incorporator of MASTER HOLDINGS USA, CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

MASTER HOLDINGS USA, CORP.

and the principal place of business is:

801 Brickell Avenue
Suite 510
Miami, Florida 33131

ARTICLE I. TERM OF EXISTENCE

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE III. PURPOSE

This corporation is formed for the purpose of operating as a financial holding company subject to applicable law, and engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The number of shares that the corporation shall have authority to issue is 500,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

The Board of Directors shall have the authority to issue shares of any class or series of its capital stock from time to time for such consideration and for such corporate purposes as the Board of Directors of the Corporation may reasonably determine, and fix the designations, powers,

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This instrument prepared by:
Raseo Klock Perez & Nieto, P.L.
2555 Ponce de Leon, Suite 600
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No. 1123000305484.3

preferences, rights, qualifications, limitations and restrictions of each such classes or series, as the Board of Directors may reasonably determine.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

EDUARDO CENTOLA
801 Brickell Avenue
Suite 510
Miami, Florida 33131

LUIZ ANTONIO BULL
801 Brickell Avenue
Suite 510
Miami, Florida 33131

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2555 Ponce De Leon Blvd, Suite 600, Coral Gables, Florida 33145, and the name of the corporation's initial registered agent at that address is Miami Corporate Systems, LLC, a Florida limited liability company.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

EDUARDO CENTOLA
801 Brickell Avenue
Suite 510
Miami, Florida 33131

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.

Audit No. 1123000305484.3

This instrument prepared by:
Ramon E. Rasco, Esq.
Rasco Klock Perez & Nieto, P.L.L.
2555 Ponce de Leon, Suite 600
Coral Gables, Florida 33134
Telephone (305) 476-7100

Audit No. H230003054843

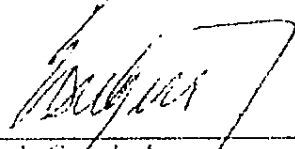
ARTICLE IX. AMENDMENTS

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. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director and shall advance expenses on behalf of any such officer or director, in each case, to the fullest extent now or hereafter permitted by law. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of September, 2023.



Eduardo Centola, Incorporator

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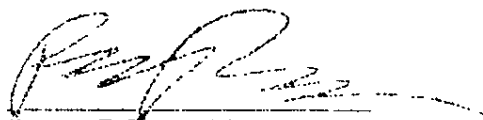
This instrument prepared by:
Ramon E. Rasco, Esq.
Rasco Klock Perez & Nieto, P.L.
2555 Ponce de Leon, Suite 600
Coral Gables, Florida 33134
Telephone (305) 476-7100

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of **MASTER HOLDINGS USA, CORP.** in the foregoing Articles of Incorporation, Miami Corporate Systems LLC hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Miami Corporate Systems, LLC,
a Florida limited liability company

By: 
Ramon E. Rasco, Manager

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This instrument prepared by:
Ramon E. Rasco, Esq.
Rasco Klock Perez & Nieto, P.L.
2555 Ponce de Leon, Suite 600
Coral Gables, Florida 33134
Telephone (305) 476-7100