

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet  
**P23000068313**

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H23000331186 3))



H230003311863ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

H 2:56

To:  
Division of Corporations  
Fax Number : (850)617-6381

From:  
Account Name : COMPUTERSHARE  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)214-8442

RECEIVED  
2023 SEP 20 PM 12:43

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Free Spirit USA Business Corp.**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION  
OF  
FREE SPIRIT USA BUSINESS CORP.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
NAME**

The name of this corporation is Free Spirit USA Business Corp.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address is 1000 Brickell Avenue, Suite 400, Miami, Florida 33131.

**ARTICLE III  
TERM OF CORPORATE EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE IV  
PERMITTED ACTIVITY**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

**ARTICLE V  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) shares of voting common stock with \$1.00 par value per share. All Common

Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT**

The initial Registered Agent for the Corporation is Corporate Maintenance Services, LLC, which is located at 1000 Brickell Avenue, Suite 400, Miami, Florida 33131.

**ARTICLE VIII  
DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the Bylaws. The name of the director of the Board of Directors who shall serve until the first annual meeting of shareholders or until their successor are elected and qualified shall be:

- |                                  |   |
|----------------------------------|---|
| <b>Newton De Aguiar Torres</b>   | <b>Al Araucaria 2, Colina Castelo,<br/>18540-000, Porto Feliz, Sao Paulo - Brazil</b> |
| <b>Silvana Fiaccadori Torres</b> | <b>Al Araucaria 2, Colina Castelo,<br/>18540-000, Porto Feliz, Sao Paulo - Brazil</b> |

**ARTICLE IX  
INCORPORATOR**

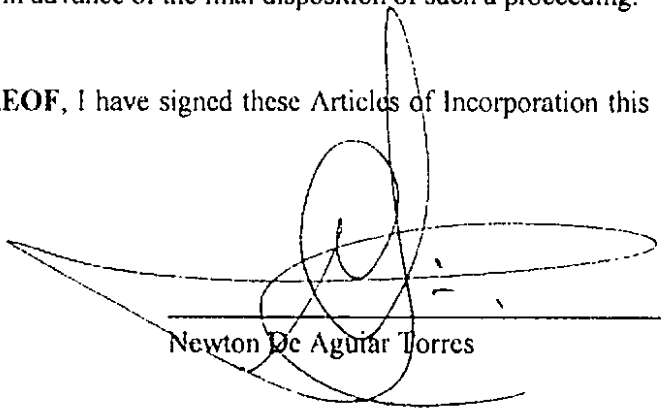
The name and address of the Incorporator is Newton De Aguiar Torres.

**ARTICLE X  
INDEMNIFICATION**

Every person now or hereafter serving as Director, officer or employee of the corporation shall be indemnified and held harmless by the corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by them in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director, officer or employee of the corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such Director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

**IN WITNESS WHEREOF**, I have signed these Articles of Incorporation this 19<sup>th</sup> day of September, 2023.



Newton De Aguiar Torres

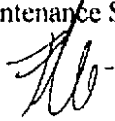
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Free Spirit USA Business Corp.
2. The name and address of the registered agent and office is: Corporate Maintenance Services, LLC – 1000 Brickell Avenue, Suite 400, Miami, FL 33131

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in its capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Corporate Maintenance Services, LLC

By:   
\_\_\_\_\_  
Federico Mautone, Manager

September 19, 2023