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FLORIDA PROFIT/NON PROFIT CORPORATION

Surprise Enterprise Holding Corp.

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

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**ARTICLES OF INCORPORATION
OF
SURPRISE ENTERPRISE HOLDING CORP.**

The undersigned, acting as incorporator of SURPRISE ENTERPRISE HOLDING CORP., under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is SURPRISE ENTERPRISE HOLDING CORP. (the "Corporation").

ARTICLE II. MAILING AND BUSINESS ADDRESS

The mailing and business address of the Corporation is:

201 S Biscayne Boulevard
Suite 800
Miami, FL 33131

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 Corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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 \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 S. Biscayne Boulevard, Suite 800, Miami, FL 33131 and the name of the Corporation's initial registered agent at that address is Law Center of Florida, Inc.

ARTICLE VII. INITIAL DIRECTOR

The name and address of the initial director of the Corporation are as follows:

Juan Jose Gutierrez Mayorga
c/o 201 S Biscayne Boulevard
Suite 800
Miami, FL 33131

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H24000207594 3

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

Nicole A. Baudini, Esq.
201 S. Biscayne Boulevard
Suite 800
Miami, FL 33131

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the Shareholder(s), except that the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholder(s) if the Shareholder(s) 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 on this 14th day of June, 2024.

DocuSigned by:
Nicole A. Baudini
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Nicole A. Baudini, Esq.
Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That SURPRISE ENTERPRISE HOLDING CORP., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in its Articles of Incorporation at 201 S. Biscayne Boulevard, Suite 800, Miami, FL 33131, has named Law Center of Florida, Inc. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 14th day of June, 2024.

LAW CENTER OF FLORIDA, INC.

DocuSigned by:
By: Nicole A. Baudini
Name: Nicole A. Baudini
Title: Vice President

H24000207594 3