

P24000069606

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

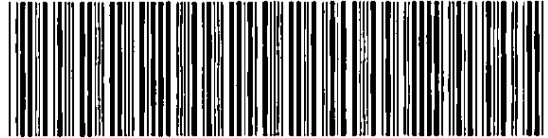
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer.

Office Use Only



900439050269

FILED  
NOV 13 AM 9:47  
TALLAHASSEE, FL

FILED

FILED  
NOV 13 PM 3:07  
TALLAHASSEE, FL

FILED  
NOV 13 PM 3:07  
TALLAHASSEE, FL

Incorporating Services, Ltd.

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.incserv.com



**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau  
850.656.7953

FILED  
2024 NOV 13 AM 9:47  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

**REQUEST DATE** 11/13/2024

**PRIORITY** Regular Approval

**OUR REF. # (Order ID#)** 1317352

**ORDER ENTITY**  
ABANZA, LLC

**PLEASE PERFORM THE FOLLOWING SERVICES:**

**ABANZA, LLC (FL)**

File the attached conversion and subsequent articles of incorporation.

**NOTES:**

\$105.00 Authorized

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: 120050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

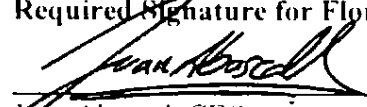
**ARTICLES OF CONVERSION  
FOR  
CONVERTING ELIGIBLE ENTITY  
INTO  
FLORIDA PROFIT CORPORATION**

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with ss. 607.11933 & 607.0202, Florida Statutes.

1. The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is: ABANZA, LLC.
2. The converting entity is a limited liability company first organized, formed or incorporated under the laws of Delaware on November 14, 2022.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: ABANZA, INC.
4. This conversion was approved by the eligible converting entity in accordance with this chapter and the laws of its current/organic jurisdiction.
5. The effective date shall be the date of filing.

Signed this 12<sup>th</sup> day of November 2024.

**Required Signature for Florida Profit Corporation:**


  
\_\_\_\_\_  
Juan Abascal, CEO

**Required Signature(s) on behalf of Converting Florida partnerships, limited partnerships, and limited liability companies:**

  
\_\_\_\_\_  
Juan Abascal, Manager

ABANZA TECNOMED, S.L...

Member

By:   
\_\_\_\_\_  
Name: Juan Abascal  
Title: Manager

FILED  
2024 NOV 13 PM 9:47  
TALLAHASSEE, FL

# ARTICLES OF INCORPORATION

OF

ABANZA, INC.

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

## ARTICLE I NAME

The name of the corporation shall be ABANZA, INC. (the "Corporation").

## ARTICLE II INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 4700 Milenia Blvd, Suite 500, Orlando, Florida 32839.

## ARTICLE III PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

## ARTICLE IV SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 30,000,000 of Common Stock divided into classes and series as follows:

- (a) 27,000,000 shares of Class A Voting Stock with a par value of \$0.0001 per share; and
- (b) 3,000,000 shares of Class B Non-Voting Stock with a par value of \$0.0001 per share, which shall be non-voting stock, with no right to vote whatsoever with respect to such stock.

## ARTICLE V INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of three (3) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve on the initial board of directors are:

Juan Abascal  
c/o Tecnomed, S.L.  
Calle Nueva 29  
Mutilva (Navara) Spain

John Rizzo  
262 New York Avenue  
Cohoes, New York 12047

FILED  
2024 NOV 13 AM 4:47  
TALLAHASSEE FL  
CLERK OF CIRCUIT COURT

Hugo Dominguez  
Calle Roble 54  
Punta Cana Village  
23000 Dominican Republic

The names and addresses of the individuals who will serve as initial officers are:

Juan Abascal, Chief Executive Officer	John Rizzo, Executive Vice President
c/o Tecnomed, S.L.	262 New York Avenue
Calle Nueva 29	Cohoes, New York 12047
Mutlva (Navara) Spain	

Hugo Dominguez, Chief Commercial Officer  
Calle Roble 54  
Punta Cana Village  
23000 Dominican Republic

FILED  
2024 NOV 13 AM 9:47  
TALLAHASSEE, FL

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is c/o ABANZA, INC., 4700 Millenia Blvd, Suite 500, Orlando, FL 32839. The name of the initial registered agent of the Corporation at that office is John Rizzo.

**ARTICLE VII  
EFFECTIVE DATE AND TIME**

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.


\*\*\*\*\*

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
\_\_\_\_\_  
John Rizzo, Registered Agent

11/13/2024  
\_\_\_\_\_  
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

  
\_\_\_\_\_  
Juan Abascal, Incorporator

11/13/2024

\_\_\_\_\_  
Date

FILED

2024 NOV 13 AM 9:47

TALLAHASSEE, FL