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STATE  
TALLAHASSEE, FL

FLORIDA PROFIT/NON PROFIT CORPORATION  
YAAX CARBON USA, INC.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
YAAX CARBON USA, INC.**

Pursuant to the provisions of Chapter 607 of the Florida Statutes (the "**Florida Business Corporation Act**"), the undersigned incorporator, for the purposes of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation is **YAAX CARBON USA, INC.** (the "**Corporation**").

**ARTICLE 2  
DURATION, PLACE OF BUSINESS AND MAILING ADDRESS**

The period of duration of the Corporation is perpetual and its principal place of business is located at 407 Lincoln Road, PH-NE, Miami Beach, FL 33139. The Corporation's mailing address will be 407 Lincoln Road, PH-NE, Miami Beach, FL 33139. The Corporation may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Board of Directors.

**ARTICLE 3  
PURPOSE**

The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE 4  
SHARES OF STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred Thousand (100,000), all of which are to be common stock with no par value.

**ARTICLE 5  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be located at 407 Lincoln Road, PH-NE, Miami Beach, FL 33139, or at such location as may be determined by the Corporation's Board of Directors, and the corporation's registered agent shall be Barbosa Legal.

**ARTICLE 6  
DIRECTORS AND MANAGEMENT**

Subject to the provisions of the Florida Business Corporation Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation:

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6.1. The name of the Corporation's Directors are:

**Lorenzo Leon Robles**

**Director-President**

**Jose Manuel Quintana Maza**

**Director-Vice President**

6.2. The number of directors of the corporation constituting the Board of Directors may be fixed by the bylaws.

6.3. The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality thereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the bylaws.

6.4. The Board of Directors shall have power to make and alter the bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the shareholders in any bylaws adopted from time to time.

#### ARTICLE 7 LIMITATION OF DIRECTORS' LIABILITY

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under the Florida Business Corporation Act.

#### ARTICLE 8 INDEMNIFICATION OF CORPORATE AGENTS

The Corporation is authorized to provide indemnification of its agents (as defined in Section 607.0851 of the Florida Business Corporation Act) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, subject to the applicable limits set forth in Section 607.0850(7) of the Florida Business Corporation Act with respect to actions for breach of duty to the corporation and its shareholders.

8.1. Any repeal or modification of the foregoing provisions of this Article 8 shall not adversely affect any right or protection of a director or agent of the Corporation existing at the time of such repeal or modification.

#### ARTICLE 9 INCORPORATOR

The name of the incorporator is Edwin Cisneros, Esq., on behalf of the firm Barbosa Legal whose address is 407 Lincoln Road PH-NE, Miami Beach, FL 33139.

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IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 03 day of December, 2024.

/s/ Edwin Cisneros on behalf of the firm  
Barbosa Legal  
Incorporator

**YAAX CARBON USA, INC.  
ACCEPTANCE OF THE REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
**YAAX CARBON USA, INC.**

/s/ Edwin Cisneros on behalf of the firm  
Barbosa Legal

Date: December 03, 2024

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