

P960000032571
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

TELEPHONE 924-1300
TOLL FREE 1-800-488-4111
*****122.50 *****122.50

SUBJECT: INVERLAT U.S.A.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: FERNANDO GUARACHI
Name (printed or typed)

708 SHORE DRIVE
Address

DESTIN FLORIDA 32541
City, State & Zip

(904) 837-9181 EXT 8665
Daytime Telephone number

FILED
95 APR -9 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

NOT
2571
4-15-96

ARTICLES OF INCORPORATION
OF

INVERLAT USA, Inc.

FILED
96 APR -9 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Subscriber (s) to these Articles of Incorporation, Competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I (NAME)

The name of this corporation shall be :

INVERLAT USA, Inc.

ARTICLE II (Mailing address)

The principal place of business of this corporation shall be :

708 SHORE DRIVE
DESTIN, FLORIDA 32541

(Nature of Business)

To operate business as a management consultant service for other businesses in order to co-ordinate and/or consolidate operations and cost of operations, thus reducing overhead and increasing profits.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real property and personal property, transfers of corporate property or other instruments to secure payment of the corporate indebtedness.

To contract debts and borrow money, issue and sell, or pledge, bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property and other instruments to secure payment of the corporate indebtedness.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To engage in any activity or business under the laws of the United States and this State.

ARTICLE III (CAPITAL STOCK)

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND SHARES, at a par value of one dollar (\$ 1.00) per share.

ARTICLE IV (REGISTERED AGENT AND OFFICE)

The street address of the initial registered office of the corporation shall be :

708 SHORE DRIVE
DESTIN, FLORIDA 32541

And the name of the initial registered agent of the corporation at that address is :

Fernando Guarachi

TERM OF EXISTENCE)

This corporation is to exist perpetually.

ARTICLE V (OFFICERS AND DIRECTORS)

This corporation shall have two (2) Directors initially. The names and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successor is elected, are :

Chairman : Fernando Guarachi " D "

President : Fernando Guarachi

Secretary : Roger Casanova

Treasurer : Jorge Garcia " D "

ARTICLE VII (SUBSCRIBERS)

The names and street address of the subscribers to these Articles of Incorporation are :

Fernando Guarachi	708 Shore Drive	Destin, Florida 32541
Roger Casanova	708 Shore Drive	Destin, Florida 32541
Jorge Garcia	708 Shore Drive	Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned subscribers have executed
these Articles Incorporation this day of , 19

[Signature]

STATE OF FLORIDA
COUNTY OF WALTON

Before me, a Notary Public authorized to take acknowledgements in the
State and County set forth above, personally appeared, *Fernando Aguerochi*

Known to me and known by me to be the persons who executed the
foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County
aforesaid, this *5th* day of *April*, 19 *96*

Diane E. Logsdon (Seal)

NOTARY PUBLIC

My Commission Expires :



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

FILED

96 APR -9 PM 2:10

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INVERLAT USA Inc.

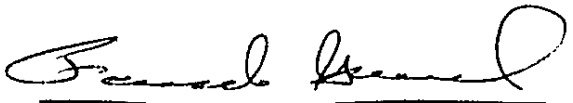
2. The name and address of the registered agent and office is:

FERNANDO GUARACHI
(NAME)

708 SHORE DRIVE
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DESTIN FLORIDA 32541
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

April 5, 1996
(DATE)

P96000032571

INVERLAT USA

620 Shore Drive Destin, Florida 32541 USA (904) 654-4287

September 23, 1995

Attached please find \$87.50 for both the filing fee and to receive certified copies of the amendments.

The actual mailing address was changed by the local post office. The property is the same.

The most important change is the removal of Roger Casanova as an officer and from everything regarding this corporation.

Sincerely yours,



Fernando Guarachi

600001957876
-09/26/96-01055-011
*****87.50 *****87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 26 PM 2:19

Amended

TLL SEP 30 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

96 SEP 26 PM 2:19

INVERLAT USA, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE II (mailing address)

change 708 SHORE DRIVE TO 620 SHORE DRIVE DESTIN, FLORIDA

ARTICLE IV (REGISTERED AGENT OFFICE)

change 708 SHORE DRIVE TO 620 SHORE DRIVE DESTIN, FLORIDA

ARTICLE V (OFFICERS AND DIRECTORS)

REMOVE ROGER CASANOVA completely and place Jorge GARCIA
AS SECRETARY

ARTICLE VII SUBSCRIBERS)

REMOVE ROGER CASANOVA completely AND change
address of subscribers from 708 SHORE DRIVE
TO 620 SHORE DRIVE DESTIN, FLORIDA 32541

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 15, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15 day of September, 1996.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators) *

FERNANDO GUARACHI

Typed or printed name

CHAIRMAN

Title