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FLORIDA LIMITED LIABILITY CO. **GRUPO MASSARI LLC**

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October 7, 2020

FLORIDA DEPARTMENT OF STATE Division of Corporations

CORPORATE CREATIONS

SUBJECT: GRUPO MASSARI LLC

REF: W20000114931

We have received your document for GRUPO MASSARI LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article VI verify spelling of "Wilimington "

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan Regulatory Specialist II

FAX Aud. #: H20000348345 Letter Number: 220A00019526

H20000348345

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is: GRUPO MASSARI LLC

Article II. Address

The street address of the Company's initial principal office is: GRUPO MASSARI LLC 201 Alhambra Circle, Suite 600 Coral Gables FL 33134

The mailing address of the Company's initial principal office is: GRUPO MASSARI LLC 201 Alhambra Circle, Suite 600 Coral Gables FL 33134

Article III. Registered Agent

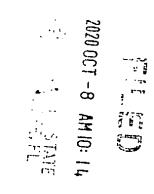
The name and street address of the Company's registered agent is:

VGV(US) LLC 201 Alhambra Circle, Suite 600 Coral Gables FL 33134

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International 801 US Highway 1 North Palm Beach FL 33408 (561) 694-8107



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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

AVALON UNITED LLC 3411 Silverside Road Tatnall Building #104 Wilmington DE 19810

Article VII. Company Existence

The Company's existence shall begin effective as of October 6, 2020.

The undersigned authorized representative of a member executed these Articles of Organization on 10/8/2020.



CORPORATE CREATIONS INTERNATIONAL Ryan P. Mulligan Vice President Saray Djidji, Attorney-in-Fact

Corporate Creations International 801 US Highway 1 North Palm Beach FL 33408 (561) 694-8107 H20000348345

STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY: GRUPO MASSARI LLC

REGISTERED AGENT/OFFICE:

VGV(US) LLC 201 Alhambra Circle, Suite 600 Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

1857

VGV(US) LLC

Saray Djidji, Attorney-in-Fact

Date: October 6, 2020.

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