

Florida Department of State  
Division of Corporations  
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**S. GILBERT**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SPOONFULL RE, LLC**  
**(A Florida Limited Liability Company)**

We, the undersigned, all of whom are legal to age, do hereby make acknowledge and associate ourselves for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, authorizing the formation of this company.

**ARTICLE I**  
**COMPANY NAME**

The name of this Limited Liability Company shall be:  
SPOONFULL RE, LLC ("Company")

**ARTICLE II**  
**PURPOSE**

SPOONFULL RE, LLC is formed to engage in any lawful act or activity for which the limited liability companies may be organized under the Revised Limited Liability Company Act, Chapter 605, Florida Statutes.

**ARTICLE III**  
**COMPANY EXISTENCE**

The period of duration for the Company shall commence on the date on which these Articles of Organization are filed with the Department of State of Florida; and subject to the provisions of Article 8, shall terminate no later than 99 years from its date of commencement, unless SPOONFULL RE, LLC is earlier dissolved according to law.

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**ARTICLE IV**  
**PRINCIPAL PLACE OF BUSSINESS**

The Principal place of business of SPOONFULL RE, LLC shall be:

600 15<sup>TH</sup> Street, Ste. 9  
Miami Beach, FL 33139

The Mailing Address of SPOONFULL RE, LLC shall be:

100 Lincoln Road, Ste. 534  
Miami Beach, FL 33139

**ARTICLE V**  
**MEMBERS**

The management of the Company is reserved to the members. The name and address of the members are:

NAME	ADDRESS
Arianna Rolandi (AMBR)	600 15 <sup>th</sup> Street, Ste. 9 Miami Beach, FL 33139
Massimiliano Barawitzka (AMBR)	600 15 <sup>th</sup> Street, Ste. 9 Miami Beach, FL 33139
Matilde A. Marozzi (AMBR)	600 15 <sup>th</sup> Street, Ste. 9 Miami Beach, FL 33139

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**ARTICLE VI**  
**MODIFICATION OF ARTICLES & RESPONSABILITY**

The Company reserves the right to amend, alter change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed, if it does not conflict with the Florida Statutes. The private property of the member shall not be subject to the payment of the organization debts in any amount.

**ARTICLE VII**  
**NEW MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determinate by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII**  
**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Company's initial Registered Agent and Registered Office in the State of Florida shall be: **PAGIO'S & ASSOCIATES LLC**, 1040 71<sup>st</sup> Street Ste 103 Miami Beach, FL 33141.

IN WITNESS WHEREOF, The undersigned, for the purpose of forming a limited liability company to do business within and without the State of Florida, under the laws of Florida; made and subscribed these Articles of Organization, at Miami Beach, Florida, this July 27, 2015.

  
Arianna Rolandi (Jul 28, 2015)

Arianna Rolandi

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Massimiliano Barawitzka  
Massimiliano Barawitzka (Jul 29, 2015)

Massimiliano Barawitzka

Matilde Angelica Marozzi  
Matilde Angelica Marozzi (Jul 30, 2015)

Matilde A. Marozzi

**ARTICLE IX**  
**DESIGNATED REGISTERED AGENT ACCEPTANCE**

PAGIO'S & ASSOCIATES, LLC 1040 71<sup>st</sup> Street Ste 103 Miami Beach, State of Florida, having been designated as the Registered Agent in the above and foregoing Articles of Organization, hereby agree to Act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of our Duties.

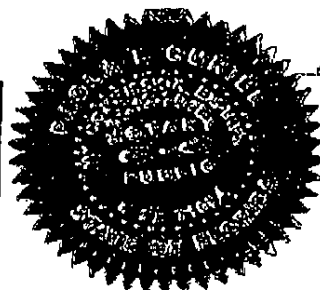
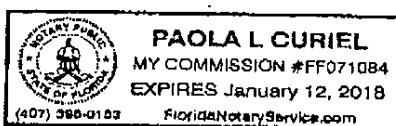
PAGIO'S & ASSOCIATES, LLC

By M. Guerra  
Name: Manuel G. Guerra  
Title: MGRM  
Date: July 27, 2015

**STATE OF FLORIDA**  
**COUNTY OF DADE**

Before me, the undersigned authority, personally appeared: Arianna Rolandi, Massimiliano Barawitzka & Matilde A. Marozzi to me, known to be the person(s) described in and who executed the foregoing Articles of Organization, and who after being by me first duly sworn upon oath, depose and say, and do acknowledge before me, that the said Articles are the Act and Deed of the signor respectively and respectfully, and the facts and matters therein set forth are true and correct.

Witness my hand and official seal at Florida, This July 27, 2015.



Paola L. Curiel  
NOTARY PUBLIC