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Division of Corporations

Page 1 of 1

# Florida Department of State

## Division of Corporations

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Account Number : I20070000041  
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Email Address: BRIAN.QUINTANA@GSKADVISORS.COM

### FLORIDA LIMITED LIABILITY CO. GUAYABA CAPITAL INVESTMENTS, LLC

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**ARTICLES OF ORGANIZATION OF  
GUAYABA CAPITAL INVESTMENTS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act (the "Act") of the State of Florida pursuant to Chapter 605 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I  
NAME**

The name of the limited liability company shall be GUAYABA CAPITAL INVESTMENTS, LLC (the "Company").

**ARTICLE II  
MEMBERS**

The Company shall have one or more members (the "Members").

**ARTICLE III  
MAILING ADDRESS**

The mailing address for the Company shall be 2121 Ponce de Leon Blvd., 11th Floor, Coral Gables, FL 33134.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 2121 Ponce de Leon Blvd., 11th Floor, Coral Gables, FL 33134 and the initial registered agent is Brian Quintana.

**ARTICLE V  
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida, unless otherwise limited by the Operating Agreement of the Company.

**ARTICLE VI  
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

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Page 2 of Articles of Organization of  
GUAYABA CAPITAL INVESTMENTS, LLC

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**ARTICLE VII  
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be located at 2121 Ponce de Leon Blvd., 11th Floor, Coral Gables, FL 33134, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

**ARTICLE VIII  
MEMBERSHIP RESTRICTIONS**

Additional Members may be admitted to the Company only upon the unanimous consent of all existing Members of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company in accordance with the Operating Agreement of the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except in strict accordance with the Operating Agreement of the Company.

**ARTICLE IX  
MANAGEMENT**

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-Managed limited liability company. The name and business address of the initial Managers are:

Brian Quintana  
2121 Ponce de Leon Blvd., 11th Floor  
Coral Gables, FL 33134

Carlos Alfonso  
2121 Ponce de Leon Blvd., 11th Floor  
Coral Gables, FL 33134

Anthony Fiore  
2121 Ponce de Leon Blvd., 11th Floor  
Coral Gables, FL 33134

Carlos Enjamio  
2121 Ponce de Leon Blvd., 11th Floor  
Coral Gables, FL 33134

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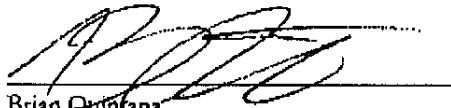
Page 3 of Articles of Organization of  
GUAYABA CAPITAL INVESTMENTS, LLC

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**ARTICLE X  
EXECUTION & ORGANIZER**

The person signing these articles is Brian Quintana and his mailing address is 2121 Ponce de Leon Blvd., 11th Floor, Coral Gables, FL 33134. The undersigned Manager hereby certifies that the foregoing constitutes the Articles of Organization of GUAYABA CAPITAL INVESTMENTS, LLC.

Dated this 10 day of August, 2015.

  
\_\_\_\_\_  
Brian Quintana  
Manager

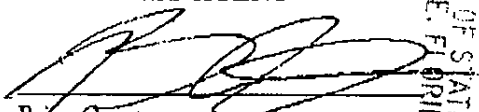
*[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]*

**REGISTERED AGENT STATEMENT OF ACCEPTANCE**

Having been named as Registered Agent to accept service of process in the State of Florida for GUAYABA CAPITAL INVESTMENTS, LLC, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 605.0113, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 10 day of August, 2015.

REGISTERED AGENT

  
\_\_\_\_\_  
Brian Quintana  
2121 Ponce de Leon Blvd., 11th Floor  
Coral Gables, FL 33134

*[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]*

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