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**FLORIDA LIMITED LIABILITY CO.
MP CAPITAL AND INVESTMENTS LLC**

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Page Count	03
Estimated Charge	\$155.00

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FALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

MP CAPITAL AND INVESTMENTS LLC

The undersigned Member or Authorized Representative of a Member signs these Articles of Organization and forms a limited liability company (the "*Company*") under the Florida Revised Limited Liability Company Act (the "*Act*"), as follows:

NAME

The name of the Company is: MP Capital and Investments LLC.

MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Company is: DLA Piper LLP (US), 200 South Biscayne Blvd, Suite 2500, Miami, Florida 33131, Attn: Ryan J. Coyle.

NAME AND ADDRESS OF MANAGER


The name and address of the sole Manager of the Company is Matheus Possebon, Antonio Parreras 300 Apt. 503, Bela Vista, Porto Alegre, RS 90450-050, Brazil.

EXISTENCE

The Company's existence will commence upon filing.

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Company are: NRAI Services, Inc., 1200 South Pine Island Road, Plantation, FL 33324.


Ryan J. Coyle

Authorized Representative of Member

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ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act.


Angel Nunez
Assistant Secretary

NRAI Services, Inc.
1200 South Pine Island Road
Plantation, FL 33324

Dated: September 22, 2015