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**GF1 FINANCIAL, LLC**

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**STATE OF FLORIDA**  
**ARTICLES OF ORGANIZATION**  
**FOR**  
**GF1 FINANCIAL, LLC**

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Limited Liability Company is: GF1 FINANCIAL, LLC

**ARTICLE II - ADDRESS**

The mailing address and the street address of the principal office of the limited liability company is: 150 S.E. 2<sup>nd</sup> Avenue, Suite #1010, Miami, Florida 33131.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - PURPOSES AND POWERS**

The general purpose for which the Company is organized is to operate the business of GF1 FINANCIAL, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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**ARTICLE V – CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company as may be required pursuant to a vote of the majority-in-interest of the members or upon such terms and conditions as shall be as set forth in the operating agreement.

**ARTICLE VI – ADMISSION OF NEW MEMBERS**

New members shall be admitted to the Company as may be authorized pursuant to a vote of the majority-in-interest and upon such terms and conditions as shall be determined by the majority-in-interest of the members; or upon such terms and conditions as shall be as set forth in the operating agreement. The majority-in-interest of members shall determine the amount and nature of contributions by new members at the time new members are admitted.

**ARTICLE VII – CONTINUATION OF BUSINESS**

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued by a vote of the majority-in-interest of members; in absence of which the Company shall be dissolved.

**ARTICLE VIII – MANAGEMENT**

The Company shall be managed by the manager(s) in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Company, if applicable or as determined by a majority-in-interest vote of the members. This operating agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law and these Restated and Amended Articles of Organization. The names and addresses of the managers of the Company are:

**NAME****ADDRESS**

Giuseppe Senni

325 S. Biscayne Blvd., #3015,  
Miami, FL 33131

Francesca Spalletti Trivelli

325 S. Biscayne Blvd., #3015  
Miami, FL 33131

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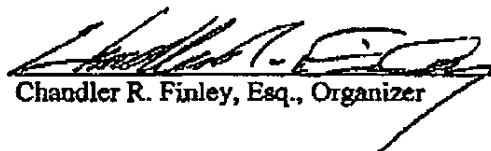
**ARTICLE IX - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Company is 150 SE 2<sup>nd</sup> Avenue, Suite 1010, Miami, Florida, 33131, and the name of its registered agent at such address is Chandler R. Finley, Esq.

**ARTICLE X - INDEMNIFICATION**

This company shall indemnify any and all of its members, managers, directors, officers, organizers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, organizers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, director, officer, organizers, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami Dade County, Florida for the foregoing uses and purposes this 2<sup>nd</sup> day of October, 2015.

  
Chandler R. Finley, Esq., Organizer

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

Pursuant to the provisions of Chapter 605, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office/registered agent, in the state of Florida.

1. The name of the limited liability company s GF1 FINANCIAL, LLC
2. The name and address of the registered agent is as follows:

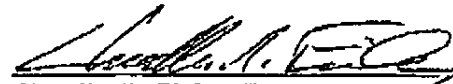
Chandler R. Finley, Esq.  
150 SE 2<sup>nd</sup> Avenue  
Suite 1010  
Miami, FL 33131

Dated: October 2<sup>nd</sup>, 2015

  
Chandler R. Finley, Esq., Organizer

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY 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.

Dated: October 2<sup>nd</sup>, 2015

  
Chandler R. Finley, Esq.  
Registered Agent

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