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**Vivision of Corporations** 

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## Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

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Division of Corporations

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From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC AD

Account Number : 110432003053 Phone : (561)694-8107 : (561)694-1639 Fax Number

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Electronic Filing Menu

Corporate Filing Menu

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## AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted September 22, 2016 by the members pursuant to section 605.0202, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

#### Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Motoholix LLC

Old Name:

#### Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on April 28, 2016.

#### Article III. Address

The Company's street address is:

Motoholix LLC 514 NE 190th Street Miami FL 33179

The Company's mailing address is:

514 NE 190th Street Miami FL 33179

#### Article IV. Registered Agent

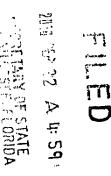
The name and street address of the Company's registered agent is:

GREGORY A SLOAN 514 NE 190TH STREET MIAMI FL 33179

Corporate Creations International Inc. by Fernando Jimenez as Attorney-in-Fact 11380 Prosperity Farms Road #221E Date: September 22, 2016 Palm Beach Gardens FL 33410

(561) 694-8107

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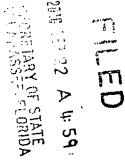
#### Article V. Classes of Membership

The Company's Operating Agreement provides for a number of classes of membership that bestow specific rights and obligations on the members of each class, depending on the member's participation in that class. These rights and obligations are unique to each class and may include the right to become a member; vote; receive guaranteed payments or preferential distributions, either upon liquidation or prior to liquidation; the ability to collateralize their membership interest; as well as any obligation to provide additional capital, or guarantee debt. The Operating Agreement may also place restrictions on the ability to control or influence the management of the Company, the timing and payment of distributions, the allocation of profits, losses, and ownership, the transferability of a member's membership interest, including the right to vote that interest, and the liquidation or dissolution of the Company.

#### Article VI. Transferability of Membership Interests

Except as otherwise provided in the Operating Agreement, no member may transfer all or any part of his or her interest to any person, whether voluntarily, involuntarily or by operation of law, without the prior written consent of all of the members, which consent may be withheld in the sole and absolute discretion of the members. Transfer includes the sale, exchange, pledge, encumbrance or other transfer or disposition by a member of any part of his or her interest, whether for valuable consideration or as a gift. Furthermore, in no event shall any transferee or assignce of an interest have any right to be admitted to the Company as a member, whether or not the transfer was approved by the prior written consent of all of the members. If a transfer of a member's interest is approved by the prior written consent of the members, but the transferee is not admitted to the Company as a member, then the transferee shall have no right to become a member, to participate in the management of the Company, or to exercise any of the rights or powers of a member. The transferee 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 transferor was entitled, to the extent assigned, pursuant to the rights and obligations of that class of membership interest as delineated in the Company's Operating Agreement.

Corporate Creations International Inc. by Fernando Jimenez as Attorney-in-Fact 11380 Prosperity Farms Road #221E Date: September 22, 2016 Palm Beach Gardens FL 33410 (561) 694-8107



#### Article VII. Distributions

Unless otherwise provided in the Company's Operating Agreement, distributions upon liquidation, or prior to liquidation, guaranteed payments for services or guaranteed payments for the use of capital, and any other return of capital, preferential or otherwise, is at the sole and absolute discretion of the Manager, who is not required to be a member, and whose election, appointment, or removal may be restricted by the Operating Agreement, or may require the written consent of all voting members, or of the Manager

#### Article VIII. Management

The Company will be Manager managed, and the Manager may, but does not have to be a member. The name and address of the Manager is: GREGORY A SLOAN

514 NE 190th Street Miami FL 33179

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### Article IX. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on

the date shown below.

Motoholix LL

By:

Name: Fernando Jimenez

Title: Attorney-in-fact

Date: September 22, 2016

Corporate Creations International Inc. by Fernando Jimenez as Attorney-in-Fact 11380 Prosperity Farms Road #221E

Date: September 22, 2016 Palm Beach Gardens FL 33410

(561) 694-8107

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

LIMITED LIABILITY COMPANY: Motoholix LLC

REGISTERED AGENT/OFFICE: GREGORY A SLOAN 514 NE 190TH STREET MIAMI FL 33179

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. 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.

GREGORY A SLOAN

Corporate Creations International Inc. by Fernando Jimenez as Attorney-in-Fact 11380 Prosperity Farms Road #221E Date: September 22, 2016 Palm Beach Gardens FL 33410 (561) 694-8107

