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Page 05/08

Division of Corporations

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FLORIDA LIMITED LIABILITY CO.  
NICOAGUS LLC

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**ARTICLES OF ORGANIZATION  
OF  
NICOAGUS LLC**

The undersigned, being the manager, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is NICOAGUS LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal office and mailing address of the Company is as follows:

3000 S.W. 4<sup>th</sup> Avenue  
Miami, Florida 33129

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates 3000 S.W. 4<sup>th</sup> Avenue, Miami, Florida 33129 as the street address of the initial registered office of the Company and names La Celeste LLC, a Florida Limited Liability company as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV  
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until his successor is duly elected and qualified, shall be:

Claudio Costante

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**ARTICLE V**  
**DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE VI**  
**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE VII**  
**ADDITIONAL MANAGERS**

Additional Managers may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Manager, in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VIII**  
**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18<sup>th</sup> day of May, 2016.

  
\_\_\_\_\_  
Claudio Costante, Manager

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for NICOAGUS LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 18<sup>th</sup> day of May, 2016.

**La Celoste LLC, a Florida Limited Liability company**

By: C. USA 94-4  
Name: MARIA CALLOUNA USA 94-4  
Title: MANAGER

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