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Florida Department of
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**FLORIDA LIMITED LIABILITY CO.
NICOLETE MALL, LLC**

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W17-017324

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March 2, 2017

To: Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Nicolete Mall Corporation and Nicolete Mall, LLC filing

To whom it may concern:

This letter shall serve to confirm that we are the owners of Nicolete Mall Corporation, with document number P17000015010. Please be advised that we will also be the owners of Nicolete Mall, LLC and we authorize the use of the same name as Nicolete Mall Corporation.

Should you need further information, please do not hesitate to contact us at 305.444.1741.

Kind regards,


JOAO CARLOS RIBEIRO, Incorporator and Director

JOAO GUILHERME R. RIBEIRO, Incorporator and Director



March 1, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORP USA

SUBJECT: NICOLETE MALL, LLC
REF: W17000017324FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist IIFAX Aud. #: H17000049682
Letter Number: 817A00003881

P.O BOX 6327 - Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
NICOLETE MALL, LLC

ARTICLE I
NAME

The name of this Limited Liability Company shall be NICOLETE MALL, LLC. (the Company).

ARTICLE II
DURATION

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the Regulations).

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 901 Ponce de Leon Boulevard, Suite 204, Coral Gables, Florida 33134, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be William H. Albormoz. The address of the initial registered agent is c/o 901 Ponce de Leon Boulevard, Suite 204, Coral Gables, Florida 33134.

ARTICLE VI
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The names and addresses of the managers who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

Handwritten signature and initials.

JOAO CARLOS RIBEIRO
c/o 901 Ponce De Leon Boulevard
Suite 204
Coral Gables, Florida 33134

JOAO GUILHERME R. RIBEIRO
c/o 901 Ponce De Leon Boulevard
Suite 204
Coral Gables, Florida 33134

ARTICLE VII
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

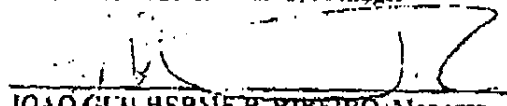
ARTICLE VIII
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon:

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 17 day of February, 2017, effective upon filing same with the Florida Department of State.


JOAO CARLOS RIBEIRO, Manager


JOAO GUILHERME R. RIBEIRO, Manager

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.


William H. Albormoz, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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