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FLORIDA LIMITED LIABILITY CO.  
PASSARINI REGULATORY AFFAIRS OF AMERICA, LLC

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ARTICLES OF ORGANIZATION OF:  
Passarini Regulatory Affairs of America, LLC

The undersigned subscriber to these Articles of Organization is a Natural person competent to contract and hereby form a Limited Liability Company under the provisions of Chapter 605.0201 of the Florida Statutes

ARTICLE I - NAME

The name of this Limited Liability Company shall be Passarini Regulatory Affairs of America, LLC (hereinafter, "Company")

ARTICLE II - ADDRESS

The principal office address of this Company shall be 201 S Biscayne Blvd Suite 1200 - Miami, FL 33131 and the mailing address of this Company shall be: 201 S Biscayne Blvd Suite 1200 - Miami, FL 33131

ARTICLE III - DURATION / TERM OF EXISTENCE

This Company shall commence its existence on July 5<sup>th</sup>, 2017. The existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSE OF BUSINESS AND POWERS

This Company may engage in any legal and lawful activity or business permitted under the laws of the United States and of this state. This Company may exercise all power and rights which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of this Company shall contribute to the capital of the Company the cash or property set forth in a written subscription agreement.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to this company only on the unanimous consent of all the members.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to this Company except with the unanimous consent of the majority of the members of this Company and on the terms determined by these Articles of Organization.

Eagle Tax Representation, Corp - 5493 Wiles Road Suite 105 - Coconut Creek, FL - 33073 - (954) 332-3842  
Enrolled by the Department of the Treasury to represent taxpayers before the IRS for Audits, Collections and Appeals.  
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**ARTICLE VIII - RESTRICTION ON MEMBERSHIP**

A member may transfer his or her interest in this Company as set forth in the regulations of this Company, but the transferee shall have no right to participate in the management of the business and affairs of this Company or become a member unless the majority of the members of this Company other than the member proposing to dispose of his or her interest approve the proposed transfer by written consent.

**ARTICLE IX - MANAGEMENT**

This Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of this company. These regulations may contain any provisions for the regulation and management of the affairs of this Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial members who shall serve as the initial manager(s) until the successor(s) is (are) elected and qualify (ies) in accordance with the regulations of this Company is (are) as follow:

**NAME AND ADDRESS****UNITS**

Lucas Mauricio Rodrigues  
Rua Sen Felipe Schmidt, 363, Apt 604  
Joinville - Santa Catarina - Brazil - 89201-440  
Manager/Member

50%

Paulo Henrique Passarini  
Rua Niteroi 705 CA 8 QD 3  
Ribeirao Preto - Sao Paulo - Brazil - 14095-020  
Manager/Member

50%

**ARTICLE X - AMENDMENT**

These Articles of Organization may be amended in accordance with the Florida Limited Liability Company Act.

**ARTICLE XI - MEMBERS RIGHT TO CONTINUE BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member in this Company, the remaining members shall have the right to continue the business provided there is at least one remaining member.

**ARTICLE XII - DISSOLUTION**

This Company may be dissolved at any time on the affirmative vote of at least two thirds (2/3) of majority of the members of this Company entitled to vote thereon. On dissolution, the Company's property and assets shall, after payment of all debts of the

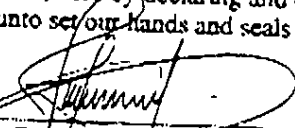
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Company, be distributed to the members according to the preceding contribution of each One to the capital of this Company.

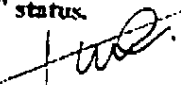
**ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company shall be 5493 Wiles Road Ste 105 - Coconut Creek, FL - 33073, and the name of the initial registered agent of this Company at that address is Eagle Tax Representation, Corp.

IN WITNESS WHEREOF, the undersigned being the original members/organizers here in above named for the purpose of forming a Company to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Organization, here by declaring and certifying that the facts herein stated all true set forth and hereunto set our hands and seals this 30<sup>th</sup> of December, 2015.

  
Eagle Tax Representation, Corp - Registered Agent  
Paulo Oliveira - President

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

  
Lucas Mauricio Rodrigues  
Member or Authorized Representative of a Member

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0201, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED  
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the Company is:

**Passarini Regulatory Affairs of America, LLC**

2. The name and address of the registered agent and office is:

**Eagle Tax Representation, Corp**  
Registered Agent

**5493 Wiles Road - Ste 105**  
Address

**Coconut Creek, FL 33073**  
City - State - Zip

Having been named as registered agent and to accept service of process for the above  
stated corporation 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.

  
Paulo Oliveira - President

7/5/2017

DIVISION OF CORPORATIONS  
P.O. BOX 6327, TALLAHASSEE, FL 32314

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