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**FLORIDA LIMITED LIABILITY CO.**  
**Magnolia Equity Partners, LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
FOR  
MAGNOLIA EQUITY PARTNERS, LLC,  
A Florida Limited Liability Company**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 605.0201 of the Florida Revised Limited Liability Company Act (the "Act") and adopts the following Articles of Organization:

**ARTICLE I - Name**

The name of the limited liability company is **MAGNOLIA EQUITY PARTNERS, LLC** (the "Company").

**ARTICLE II - Address**

The mailing address of the principal office of the Company is Post Office Box 2757, Windermere, FL 34786 and the street address is 1440 Brickell Bay Drive #702, Miami, FL 33131.

**ARTICLE III - Duration**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement.

**ARTICLE IV - Initial Registered Agent and Office**

The name and street address of the initial registered agent of the Company are:

Ramon Pimentel  
1440 Brickell Bay Drive #702  
Miami, Florida 33131

**ARTICLE V - Management**

The Company shall be a manager-managed company. The name and address of the initial manager of the Company are:

Ramon Pimentel  
1440 Brickell Bay Drive #702  
Miami, Florida 33131

**ARTICLE VI - Officers**

The following shall be the initial officers of the Company:

President and Secretary: Ramon Pimentel  
Vice President: David Lennon

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**ARTICLE VII – Operating Agreement**

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

**ARTICLE VIII – Indemnification**

To the fullest extent permitted by law, the Company shall indemnify any persons who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 21 day of November, 2017.



Ramon Pimentel, Authorized Representative

*(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, Florida Statutes)*

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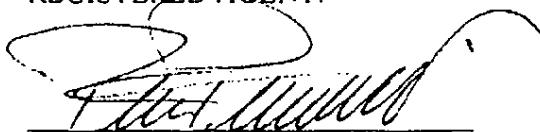
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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

The undersigned, having been named in Article IV of the foregoing Articles of Organization for Magnolia Equity Partners, LLC as initial registered agent at the office designed therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Chapter 605, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

Dated this 21 day of November, 2017.

REGISTERED AGENT:



Ramon Pimentel

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