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1001 PRIVE HOLDINGS, LLC**

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**ARTICLES OF ORGANIZATION OF
1001 PRIVE HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act (the "Act") of the State of Florida pursuant to Chapter 605 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME**

The name of the limited liability company shall be 1001 Prive Holdings, LLC (the "Company").

**ARTICLE II
MEMBERS**

The Company shall have one or more members (the "Members").

**ARTICLE III
MAILING ADDRESS**

The mailing address for the Company shall be 5000 Island Estates Drive, Unit 1001 N, Aventura, Florida 33160.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 145 Almeria Avenue, Coral Gables, FL 33134 and the initial registered agent is J. Luis Quintana, Esq.

**ARTICLE V
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida, unless otherwise limited by the Operating Agreement of the Company.

**ARTICLE VI
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

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(H17000320323)

Page 2 of Articles of Organization of
1001 Prive Holdings, LLC

(#17000320322 3)

**ARTICLE VII
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be located at 5000 Island Estates Drive, Unit 1001 N, Aventura, Florida 33160, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

**ARTICLE VIII
MEMBERSHIP RESTRICTIONS**

Additional Members may be admitted to the Company. Contributions required of new Members shall be determined as of their time of admission to the Company only upon the unanimous consent of all existing Members of the Company, in accordance with the Operating Agreement of the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except in strict accordance with the Operating Agreement of the Company.

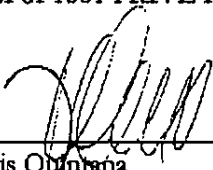
**ARTICLE IX
MANAGEMENT WITH LIMITED AUTHORITY**

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by, one or more Managers, but the authority of such Managers shall be subject to the limitations, restrictions and terms of the Operating Agreement of the Company. Accordingly, the Company is a Manager-managed limited liability company. The name of the initial Manager is Prive Management, LLC, a Delaware Limited Liability Company and its business address is 5000 Island Estates Drive, Unit 1001 N, Aventura, Florida 33160.

**ARTICLE X
EXECUTION & ORGANIZER**

The person signing these articles is J. Luis Quintana, Esq. and his mailing address is 145 Almetria Avenue, Coral Gables, Florida 33134. The undersigned authorized agent hereby certifies that the foregoing constitutes the Articles of Organization of 1001 PRIVE HOLDINGS, LLC.

Dated this 6 day of December, 2017.



J. Luis Quintana
Authorized Representative

[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

(#17000320322 3)

Page 3 of Articles of Organization of
1001 Prive Holdings, LLC

(#170003203223)

REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for 1001 PRIVE HOLDINGS, LLC, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 605.0113, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 06 day of December, 2017.

REGISTERED AGENT



J. Luis Quintana, Esq.
145 Almería Avenue
Coral Gables, FL 33134

[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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