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**FLORIDA LIMITED LIABILITY CO.  
MM LIQUIDITY HOLDINGS, LLC**

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FLORIDA  
DEPARTMENT OF  
STATE  
DIVISION OF  
CORPORATIONS  
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**ARTICLES OF ORGANIZATION OF  
MM LIQUIDITY 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 MM LIQUIDITY 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 6500 Cow Pen Rd., Suite 104, Miami Lakes, FL 33014.

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

The address of the initial registered office of the Company is 9900 SW 107 Ave., Suite 103, Miami, FL 33176 and the initial registered agent is Gerardo L. Aguirre

**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.

Page 2 of Articles of Organization of  
MM LIQUIDITY HOLDINGS, LLC

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**ARTICLE VII  
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be located at 6500 Cow Pen Rd., Suite 104, Miami Lakes, FL 33014, 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.

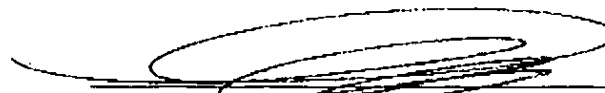
**ARTICLE IX  
MANAGEMENT**

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. Accordingly, the Company is a Manager-managed limited liability company. The name and the business address of the initial Manager is MAS Asset Management, LLC, a Delaware Limited Liability Company, 6500 Cow Pen Rd., Suite 104, Miami Lakes, FL 33014.

**ARTICLE X  
EXECUTION & ORGANIZER**

The person signing these articles is Martha Maderal and her mailing address is 6500 Cow Pen Rd., Suite 104, Miami Lakes, FL 33014. The undersigned Authorized Representative hereby certifies that the foregoing constitutes the Articles of Organization of MM LIQUIDITY HOLDINGS, LLC.

Dated this 19 day of October, 2018.

  
Martha Maderal, Authorized Representative

Page 3 of Articles of Organization of  
MM LIQUIDITY HOLDINGS, LLC

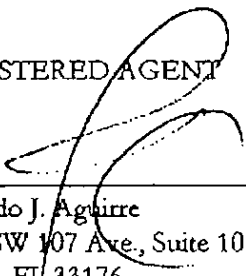
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**REGISTERED AGENT STATEMENT OF ACCEPTANCE**

Having been named as Registered Agent to accept service of process in the State of Florida for MM LIQUIDITY 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 19 day of October, 2018.

REGISTERED AGENT

  
\_\_\_\_\_  
Gerardo J. Aguirre  
9900 SW 107 Ave., Suite 103  
Miami, FL 33176

*[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]*