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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : VDT CORPORATE SERVICES
Account Number : I20180000047
Phone : (305)878-1516
Fax Number : (786)542-5995

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA LIMITED LIABILITY CO: M&I USA LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached are the forms and instructions to form a Florida Limited Liability Company pursuant to Chapter 605, Florida Statutes. All information included in the Articles of Organization must be in English and must be typewritten or printed legibly. If this requirement is not met, the document will be returned for correction(s). The Division of Corporations suggests using the sample articles merely as a guideline. Pursuant to s. 605.0201, Florida Statutes, additional information may be contained in the Articles of Organization.

The name of a limited liability company must be distinguishable on the records of the Florida Department of State.

A preliminary search for name availability can be made on the Internet through the Division's records at www.sunbiz.org. Preliminary name searches and name reservations are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your name selection.

NOTE: This form for filing Articles of Organization is basic. Each limited liability company is a separate entity and as such has specific goals, needs, and requirements. Additionally, the tax consequences arising from the structure of a limited liability company can be significant. The Division of Corporations recommends that all documents be reviewed by your legal counsel. The Division is a filing agency and as such does not render any legal, accounting, or tax advice. The professional advice of your legal counsel to ascertain exact compliance with all statutory requirements is strongly recommended.

Pursuant to s.605.0201, Florida Statutes, the Articles of Organization must set forth the following:

ARTICLE I:

The name of the limited liability company, which must contain the words "Limited Liability Company," or the abbreviation "L.L.C.," or "LLC."

ARTICLE II:

The mailing address and the street address of the principal office of the limited liability company.

ARTICLE III:

The name and Florida street address of the limited liability company's registered agent. The registered agent must sign and state that he/she is familiar with and accepts the obligations of the position. P.O. Boxes are not acceptable.

ARTICLE IV: The name and address of each person authorized to manage and control the Limited Liability Company. Although this information is optional at this time, most financial institutions require this information to be recorded with the Florida Department of State in order to open an account. The Department of Financial Services also requires this information to issue Workers' Compensation.

Use "AMBR" for members who are authorized to manage and control the company. Use "MGR" for managers of manager-managed LLCs.

ARTICLE V: If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 calendar days after the date of filing.

What is an effective date?

You may list an effective date if you would like the limited liability company's existence to become effective on a date other than the date it is filed by this office. The effective date can be up to 5 business days prior to the date of receipt or up to 90 days after the date of receipt.

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The entity's first annual report form will be due January 1st of the calendar year following the year of formation. If a limited liability company is created late in the calendar year and it doesn't expect to commence business until on or after January 1st of the upcoming year, it should add an effective date of January 1 for the coming year.

If the effective date is in the next calendar year, it will delay the requirement to file an annual report until the following calendar year. Example: A limited liability company is formed December 1, 2007. If it added an effective date of January 1, 2008, the first annual report would not be due until January 1, 2009. If a 2008 effective was not listed, the first annual report would be due January 1, 2008.

Signature:

Articles of Organization must be executed by an authorized person, and the execution of the document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

FILING FEES:

\$ 125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (OPTIONAL)

\$ 5.00 Certificate of Status (OPTIONAL)

A letter of acknowledgment will be issued free of charge upon registration. Please submit one check made payable to the Florida Department of State for the total amount of the filing fees and any optional certificate or copy.

A cover letter containing your name, address and daytime telephone number should be submitted along with the articles of organization and the check. The mailing address and courier address are:

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6052

Street/Courier Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
(850) 245-6052

Any further inquiries concerning this matter should be directed to the New Filing Section by calling (850) 245-6052.

Important Information About the Requirement to File an Annual Report

All Florida Limited Liability Companies must file an Annual Report yearly to maintain "active" status. The first report is due in the year following formation. The report must be filed electronically online between January 1st and May 1st. The fee for the annual report is \$138.75. After May 1st a \$400 late fee is added to the annual report filing fee. "Annual Report Reminder Notices" are sent to the e-mail address you provide us when you submit this document for filing. To file any time after January 1st, go to our website at www.sunbiz.org. There is no provision to waive the late fee. Be sure to file before May 1st.

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: M&I USA LLC

Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOAO PEDRO VOLZ

Name of Person

VD&T INTERNATIONAL

Firm/Company

150 SE 2ND AVE SUITE 905

Address

MIAMI FL 33131

City/State and Zip Code

management@saintjosephgroup.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOAO PEDRO VOLZ

305

503 9867

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:



\$125.00 Filing Fee



\$130.00 Filing Fee &
Certificate of Status



\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)



\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

M&I USA LLC

(Must contain the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:301 174 ST Unit 2100Sunny Isles Beach 33160**Mailing Address:**301 174 ST Unit 2100Sunny Isles Beach 33160**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

VDI CORPORATE SERVICES LLC

Name

150 SE 2ND AVE SUITE 905Florida street address (P.O. Box **NOT** acceptable)MIAMIFL33131

City

State

Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 605, F.S.



 Registered Agent's Signature (REQUIRED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

MGR

Name and Address:

Maria Irma de Mello Freitas

301 174 ST Unit 2109, Sunny Isles Beach 33160

MGR

Marco Aurelio de Castro Bastos

301 174 ST Unit 2109, Sunny Isles Beach 33160

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.**ARTICLE VI:** Other provisions, if any.**REQUIRED SIGNATURE:**

Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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, P.S.

JOAO PEDRO VOLZ

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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