

**L19000182553**

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
344-350 OD MEZZANINE LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$55.00

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
344-350 OD MEZZANINE LLC**

**First:** The Articles of Organization of 344-350 OD Mezzanine LLC were filed with the Florida Secretary of State on July 26, 2019 and assigned Document Number L19000182553.

**Second:** Such Articles of Organization (the "Articles") are hereby deleted in their entirety and Amended and Restated as follows:

**ARTICLE I. NAME**

The name of the limited liability company is 344-350 OD Mezzanine LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and principal office address of the Company shall be 333 S.E. 2<sup>nd</sup> Avenue, Suite 2840, Miami, Florida 33131.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the street address of the initial registered agent of the Company in the State of Florida is CF Registered Agent, Inc., 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V. MANAGEMENT**

The Company shall be a manager managed limited liability company. The initial Manager of the Company will be:

Moto Capital Group Inc., a Florida Corporation	-	333 S.E. 2 <sup>nd</sup> Avenue Suite 2840 Miami, Florida 33131
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**ARTICLE VI. INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify its member if the member was or is a party to any proceeding by reason of the fact that he 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 the Company or 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 acted in good faith and in a manner he 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 a reasonable cause to believe his conduct was lawful or had no reasonable cause to believe such conduct was unlawful. The Company shall reimburse the member for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

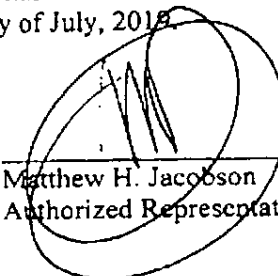
The rights accruing to the member under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse the member in any proper case even though not specifically provided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

**ARTICLE VII. AUTHORIZED REPRESENTATIVE**

The name and address of the authorized representative of the organizing member of the Company executing these Articles is Matthew H. Jacobson, 100 SE Second Street, Suite 4200, Miami, Florida 33131.

These Amended and Restated Articles of Organization have been duly executed on the date set forth below by the Authorized Representative of the Company and are being filed in accordance with §605.0202, Florida Statutes. In accordance with the terms of §605.0202 and §605.0203 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Amended and Restated Articles of Organization on this 31<sup>st</sup> day of July, 2019.

  
\_\_\_\_\_  
Matthew H. Jacobson  
Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 31<sup>st</sup> day of July, 2019.

CF Registered Agent, Inc, a Florida corporation

By:

Matthew H. Jacobson, Authorized Representative

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