

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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Email Address: pilar.salgado@nelsonmullins.com

FLORIDA LIMITED LIABILITY CO.
American Ventures II LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
AMERICAN VENTURES II LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be **AMERICAN VENTURES II LLC**.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be One Biscayne Tower, 21st Floor, 2 South Biscayne Boulevard, Miami, Florida 33131, Attn: Mauricio Rivero, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is One Biscayne Tower, 21st Floor, 2 South Biscayne Boulevard, Miami, Florida 33131. The initial registered agent at that address is B & C Corporate Services, Inc.

ARTICLE IV

The limited liability company shall be manager-managed. The name and address of the initial manager of the limited liability company is:

Xavier Marcos
c/o Nelson Mullins Broad and Cassel
One Biscayne Tower, 21st Floor
2 South Biscayne Boulevard
Miami, Florida 33131
Attn: Mauricio Rivero

ARTICLE V

This limited liability company shall commence its existence as of the filing hereof and shall exist perpetually thereafter unless sooner dissolved.

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IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization of AMERICAN VENTURES II LLC on this 6th day of December, 2019.



Mauricio Rivero
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is AMERICAN VENTURES II LLC.

SECOND -- The name and address of the registered agent and office is:

B & C Corporate Services, Inc.
One Biscayne Tower, 21st Floor
2 South Biscayne Boulevard
Miami, Florida 33131

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.

Dated as of the 6th day of December, 2019.

B & C Corporate Services, Inc.

By: Gisela Fasco
Gisela Fasco
Vice President

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