

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA LIMITED LIABILITY CO.
ZIZO INVESTMENTS USA LLC**

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DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
REGISTRATION SERVICES

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**ARTICLES OF ORGANIZATION
OF
ZIZO INVESTMENTS USA LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is ZIZO INVESTMENTS USA LLC (the "Company").

**ARTICLE II
PRINCIPAL BUSINESS AND MAILING ADDRESS**

The principal business and mailing address of the Company is:

201 S. Biscayne Boulevard, Ste. 800
Miami, Florida 33131

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 201 South Biscayne Boulevard, Suite 800, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at such address to accept service of process within this State.

**ARTICLE IV
DURATION AND TERMINATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Company, if applicable.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement of the Company, if applicable, and otherwise by the Members.

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ARTICLE VI
INITIAL MANAGER

The name and address of the initial Manager of the Company is:

James M. Meyer
201 S. Biscayne Boulevard, Suite 800
Miami, FL 33131

ARTICLE VII
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII
ADDITIONAL MEMBERS

Additional Members may be admitted upon (1) the written consent of the then existing Members or (2) in the manner set forth in the Operating Agreement of the Company, if applicable.

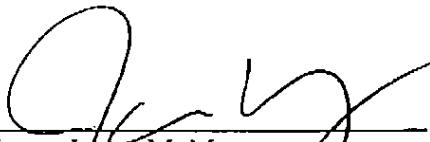
ARTICLE IX
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE X
AMENDMENT

The power to alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Members of the Company or in accordance with the procedures set forth in the Operating Agreement of the Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of January, 2020.


Name: James M. Meyer
Title: Manager and Duly Authorized Representative
of the Members

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for ZIZO INVESTMENTS USA LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 14th day of January, 2020.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: James M. Meyer

Title: President