

3/10/2021

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ADISER ORLANDO LLC**

WHEREAS, on December 17, 2020, the initial articles of ADISER ORLANDO LLC (the "Limited Liability Company") were adopted and filed with the Florida Department of State ("Original Articles"); and

WHEREAS, the members of the Limited Liability Company have determined that it is in their best interest to adopt revised articles for the Limited Liability Company in the form hereof; and

NOW THEREFORE, the undersigned being a duly authorized representative of the members, pursuant to the provisions of Florida Statutes Section 608.411, adopts the following Amended and Restated Articles of Organization of ADISER ORLANDO LLC, a limited liability company duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on December 17, 2020 (the "Amended and Restated Articles of Organization"):

ARTICLE I

NAME

The name of the limited liability company is ADISER ORLANDO LLC (the "Limited Liability Company").

ARTICLE II

PRINCIPAL BUSINESS AND MAILING ADDRESS

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

201 S. Biscayne Blvd.
Suite 800
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND REGISTERED OFFICE

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

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ARTICLE IV

DURATION AND TERMINATION

The period of the Limited Liability Company's duration commenced on the filing of the Original Articles with the Secretary of State on December 17, 2020, and shall continue perpetually, unless terminated in accordance with Florida law and also in accordance with the Operating Agreement of the Limited Liability Company, if applicable.

ARTICLE V

MANAGEMENT

The Limited Liability Company shall be a manager managed Limited Liability Company.

ARTICLE VI

MANAGER

The name and address of the initial Managers of the Limited Liability Company are:

Juan Carlos Pedraglio
201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

Anderson Pinheiro
201 S. Biscayne Blvd., Suite 800
Miami, Florida 33131

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ARTICLE VII

PURPOSE

That the Limited Liability Company is a single purpose limited liability company formed solely for the purpose of operating Burger King Restaurants.

ADMISSION OF NEW MEMBERS

The admission of new Members of the Limited Liability Company shall be solely as provided in the Operating Agreement of the Limited Liability Company, if applicable.

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ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Limited Liability Company shall be vested in the Member(s) of the Limited Liability Company in the manner set forth in the Operating Agreement of the Limited Liability Company, if applicable.

ARTICLE X

RESTRICTION ON TRANSFER

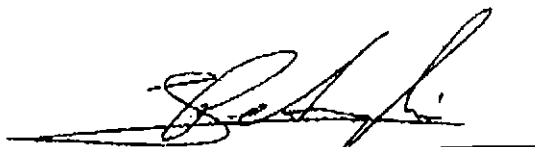
If there is more than one Member owning the membership interests of the Limited Liability Company no Member may transfer or assign any portion of its interest in the Limited Liability Company except as provided in the Operating Agreement of the Limited Liability Company, if applicable, and if no Operating Agreement is in effect no Member owning less than a fifty percent ownership interest of the Limited Liability Company may transfer or assign any portion of its interest in the Limited Liability Company without the consent of all of the other Members except to the extent such prohibition of such transfer or assignment is not permitted by law.

ARTICLE XI

AMENDMENT

The power to adopt, alter, amend, or repeal the Articles of Organization of the Limited Liability Company shall be only upon the unanimous written consent of all the existing Member(s) of the Limited Liability Company or as otherwise provided in and in accordance with the procedures set forth in the Operating Agreement of the Limited Liability Company, if applicable.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21 day of January, 2021.



Name: Juan Carlos Pedraglio
Title: Manager

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