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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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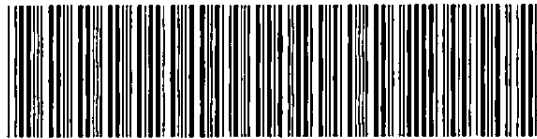
(Business Entity Name)

(Document Number)

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CLERK OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LARUSBRICK LLC

Name of Limited Liability Company

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

Please return all correspondence concerning this matter to the following:

ANDRES FERRANDO

Name of Person

ONEWAY LAW GROUP, P.A.

Firm/Company

702 SW 1ST STREET

Address

MIAMI FL 33130

City/State and Zip Code

ANDRES@ONEWAYLAW.COM

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

For further information concerning this matter, please call:

ANDRES FERRANDO

786
at ()

521 8811

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

LARUSBRICK LLC

If Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
AMBR	FERRANDO, HORACIO	8180 NW 36TH STREET STE 308A	☐ Add
		DORAL FL 33166	☒ Remove
			☐ Change
AMBR	FERRANDO, ANDRES	8180 NW 36TH STREET STE 308A	☐ Add
		DORAL FL 33166	☒ Remove
			☐ Change
			☐ Add
			☐ Remove
			☐ Change
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[illegible]

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

Dated 08/12/2025 X

X [Signature]
Signature of a member or authorized representative of a member

X Luis Fernando Lammbe
Typed or printed name of signee

Filing Fee: \$25.00

Amendment to the Operating Agreement of Larusbrick LLC

This Amendment No. 3 (the Amendment) to the Operating Agreement of **Larusbrick LLC** (the Company), a Florida limited liability company, is effective as of **August 13, 2025**, by and among all members of the Company as of the Effective Date.

Recitals

WHEREAS, the Company is governed by an Operating Agreement dated February 20, 2021 (the Operating Agreement);

WHEREAS, Andres Ferrando and Horacio Ferrando (the Outgoing Members) desire to transfer and assign all of their respective membership interests in the Company, aggregating 100% of the membership interests (the Assigned Interests), to Luis F. Larumbe and Cecilia Fernandez de Larumbe (the Incoming Members);

WHEREAS, following the transfer, **Luis F. Larumbe** shall own fifty percent (50%) of the membership interests in the Company, and **Cecilia Fernandez de Larumbe** shall own fifty percent (50%) of the membership interests in the Company;

WHEREAS, the members of the Company have executed all necessary resolutions and consents in accordance with the Operating Agreement and Florida law to authorize the transfer of membership interests and the amendment of the Operating Agreement; and

WHEREAS, the parties desire to amend the Operating Agreement to reflect the above changes and ensure compliance with applicable Florida law.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Operating Agreement is hereby amended as follows:

1. **Amendment to Schedule of Members (Exhibit A):**
 - Effective as of the Effective Date, **Exhibit A (Schedule of Members)** is hereby deleted in its entirety and replaced with the attached updated Exhibit A, reflecting the following ownership structure:
 - **Luis F. Larumbe** 50%
 - **Cecilia Fernandez de Larumbe** 50%
2. **Acknowledgment of Transfer and Waiver of Rights:**
 - The Outgoing Members, Andres Ferrando and Horacio Ferrando, hereby irrevocably assign, transfer, and surrender all rights, title, and interest in their membership interests to the Incoming Members. The Outgoing Members further

waive any and all rights related to their former membership interests, except for rights or claims arising prior to the Effective Date.

3. Governing Law:

- o This Amendment shall be governed by, and construed in accordance with, the laws of the State of Florida.

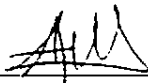
4. Procedural Compliance:

- o The members acknowledge that all necessary resolutions, consents, and approvals required under the Operating Agreement and Florida law have been duly executed to authorize this Amendment.

5. Remainder of Agreement Unchanged:

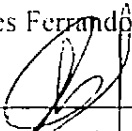
- o Except as expressly modified herein, all other terms and conditions of the Operating Agreement shall remain in full force and effect.

Signatures:



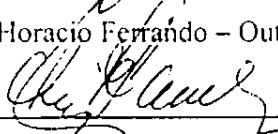
Date: 8/12/2025

Andres Ferrando – Outgoing Member



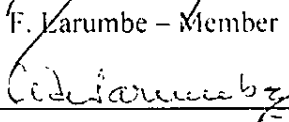
Date: 8/12/2025

Horacio Ferrando – Outgoing Member



Date: 8/12/2025

Luis F. Larumbe – Member



Date: 8/12/2025

Cecilia Fernandez de Larumbe – Member

Membership Interest Assignment Agreement

for

Larusbrick LLC

This Membership Interest Assignment Agreement (the Agreement) is entered into as of August 13, 2025 by and between **Andres Ferrando** and **Horacio Ferrando** (collectively, the Assignors) and **Luis F. Larumbe** and **Cecilia Fernandez de Larumbe** (collectively, the Assignees).

Recitals

1. **WHEREAS**, Assignors collectively own all membership interests in Larusbrick LLC, a Florida limited liability company (the Company);
2. **WHEREAS**, Assignors wish to assign, sell, convey, and transfer all of their respective membership interests in the Company to Assignees in the proportions set forth herein; and
3. **WHEREAS**, Assignees desire to accept the assignment of such membership interests.

Assignment Terms

1. **Assignment of Interests:**
 - Assignors hereby irrevocably assign, transfer, and deliver to Assignees the following membership interests:
 - **Luis F. Larumbe: 50%**
 - **Cecilia Fernandez de Larumbe: 50%**
 - By executing this Agreement, Assignors surrender all rights, title, and interest in the membership interests.
2. **Consideration:**
 - The parties agree that the transfer of membership interests is made for consideration, and each party acknowledges that they are independently responsible for any tax obligations arising from this transaction.
3. **Representations and Warranties:**
 - Assignors represent and warrant that:
 - They are the lawful owners of the assigned membership interests.
 - Such interests are free and clear of all liens, claims, and encumbrances.
4. **Governing Law:**
 - This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

Signatures:



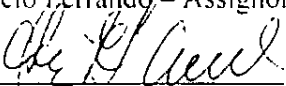
Date: 8/12/2025

Andres Ferrando – Assignor



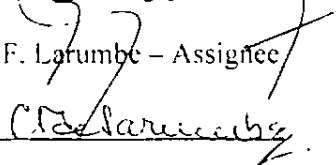
Date: 8/12/2025

Horacio Ferrando – Assignor



Date: 8/12/2025

Luis F. Larumbe – Assignee



Date: 8/12/2025

Cecilia Fernandez de Larumbe – Assignee