

7/22/21

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FLORIDA LIMITED LIABILITY CO.  
ELMAN USA, LLC

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STATE OF FLORIDA  
ARTICLES OF ORGANIZATION  
FOR  
ELMAN USA, LLC

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The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 605, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I – NAME

The name of the Limited Liability Company is ELMAN USA, LLC.

ARTICLE II – ADDRESS

The mailing address of the limited liability company is 100 S.E. Second Street, Suite 3400, Miami, Florida 33131, and the street address of the principal office of the company is 100 S.E. Second Street, Suite 3400, Miami, Florida 33131.

ARTICLE III – DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless sooner dissolved in accordance with the laws of the State of Florida or as provided in this Articles of Organization.

ARTICLE IV – PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate the business of ELMAN USA, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### **ARTICLE V – ADMISSION OF NEW MEMBERS**

New members may be admitted to the Company as may be authorized pursuant to a vote of the majority-in-interest and upon such terms and conditions as shall be determined by the majority-in-interest of the members, or upon such terms and conditions as shall be as set forth in the operating agreement. The majority-in-interest of members or the operating agreement, shall determine the amount and nature of contributions by new members at the time new members are admitted.

#### **ARTICLE VI – CONTINUATION OF BUSINESS**

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued by a vote of the majority-in-interest of members, in absence of which the Company shall be dissolved.

#### **ARTICLE VII – MANAGEMENT**

The Company shall be managed by one manager or more managers and is, therefore, a manager-managed company. The initial managers will serve until the first annual meeting of the member(s) or until their successor(s) become duly qualified and elected. The names and addresses of the initial managers of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Margela Rondoni	701 S.W. 94 <sup>th</sup> Terrace Pembroke Pines, FL 33025
Roberto Ferrante	701 S.W. 94 <sup>th</sup> Terrace Pembroke Pines, FL 33025

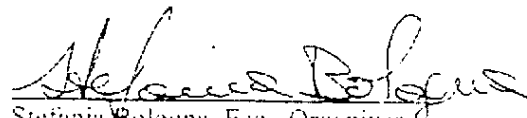
## ARTICLE VIII – REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company is 100 S.E. Second Street, Suite 3400, Miami, Florida, 33131, and the name of its registered agent at such address is Stefania Bologna, Esq.

## ARTICLE IX – INDEMNIFICATION

This company shall indemnify any and all of its members, managers, directors, officers, organizers, employees or agents or former members, managers, directors, officers, employees or agents or any person or persons who may have served at its request as a member, manager, director, officer, organizers, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any member, manager, director, officer, organizers, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami Dade County, Florida for the foregoing uses and purposes this 21st day of July, 2021.

  
Stefania Bologna, Esq., Organizer

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

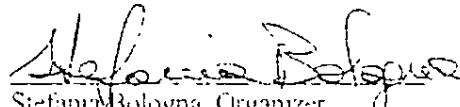
Pursuant to the provisions of Chapter 605, Florida Statutes, the undersigned Limited Liability Company, submits the following statement in designating the register office registered agent, in the state of Florida.

1 The name of the limited liability company is ELMAN USA, LLC

2 The name and address of the registered agent is as follows:

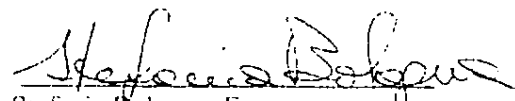
Stefania Bologna, Esq.  
100 S.E. Second Street, Suite 3400  
Miami, FL 33131

Dated  
July 21, 2021

  
Stefania Bologna, Organizer

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: July 21, 2021

  
Stefania Bologna, Esq.  
Registered Agent