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**FLORIDA LIMITED LIABILITY CO.
VAILY NUTRACEUTICAL, LLC**

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**ARTICLES OF ORGANIZATION OF
VAILY NUTRACEUTICAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act (the "Act") of the State of Florida pursuant to Chapter 605 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME**

The name of the limited liability company shall be VAILY NUTRACEUTICAL, LLC (the "Company").

**ARTICLE II
MEMBERS**

The Company shall have one or more members (the "Members").

**ARTICLE III
MAILING ADDRESS**

The mailing address for the Company shall be 3811 NW 2nd Ave, Miami, Florida 33127.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 3811 NW 2nd Ave, Miami, Florida 33127 and the initial registered agent is Victor Melillo.

**ARTICLE V
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida, unless otherwise limited by the Operating Agreement of the Company.

**ARTICLE VI
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

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Vaily Nutraceutical, LLC

**ARTICLE VII
STREET ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of the Company shall be located at 3811 NW 2nd Ave, Miami, Florida 33127, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

**ARTICLE VIII
MEMBERSHIP RESTRICTIONS**

Additional Members may be admitted to the Company in accordance with the Operating Agreement of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company in accordance with the Operating Agreement of the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except in strict accordance with the Operating Agreement of the Company.

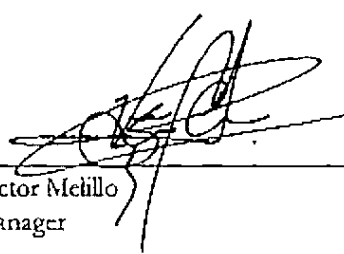
**ARTICLE IX
MANAGEMENT**

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a Manager-managed limited liability company. The name and the business address of the initial Manager is Victor Melillo and his address is 3811 NW 2nd Ave, Miami, Florida 33127.

**ARTICLE X
EXECUTION & ORGANIZER**

The person signing these articles is Victor Melillo and his mailing address is 3811 NW 2nd Ave, Miami, Florida 33127. The undersigned Manager hereby certifies that the foregoing constitutes the Articles of Organization.

Dated this ___ day of July, 2021.



Victor Melillo
Manager

[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

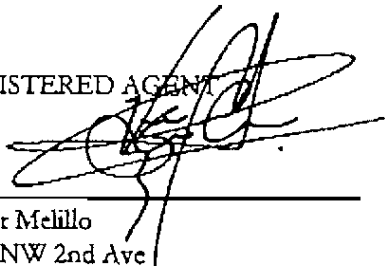
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Vaily Nutraceutical, LLC

REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for VAILY NUTRACEUTICAL, LLC, (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 605.0113, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this ____ day of July, 2021.

REGISTERED AGENT



Victor Melillo
3811 NW 2nd Ave
Miami, Florida 33127

[In accordance with Section 605.0205 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true]

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