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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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**FLORIDA LIMITED LIABILITY CO.
SMB BD Holding, LLC**

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Corporate Filing Menu

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
SMB BD Holding, LLC

Article II. Address

The street address of the Company's initial principal office is:
SMB BD Holding, LLC
4318 Solstice Loop
Sanford FL 32771

The mailing address of the Company's initial principal office is:
SMB BD Holding, LLC
655 Madison Avenue, 20th Floor
New York NY 10065

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporation Service Company
1201 Hays Street
Tallahassee FL 32301

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

Seth Bernstein
4318 Solstice Loop
Sanford FL 32771

Article VII. Company Existence

The Company's existence shall begin effective as of August 6, 2021.

The undersigned authorized representative of a member executed these Articles of Organization on 8/6/2021.



CORPORATE CREATIONS INTERNATIONAL

Taide Sanchez, Vice President

By Ashley Goldsmith, Attorney-in-Fact

Corporate Creations International
801 US Highway 1
North Palm Beach FL 33408
(561) 694-8107

STATEMENT OF REGISTERED AGENT

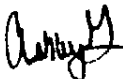
LIMITED LIABILITY COMPANY:

SMB BD Holding, LLC

REGISTERED AGENT/OFFICE:

Corporation Service Company
1201 Hays Street
Tallahassee FL 32301

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATION SERVICE COMPANY

By: Ashley Goldsmith, Attorney-in-Fact

Date: August 6, 2021.

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