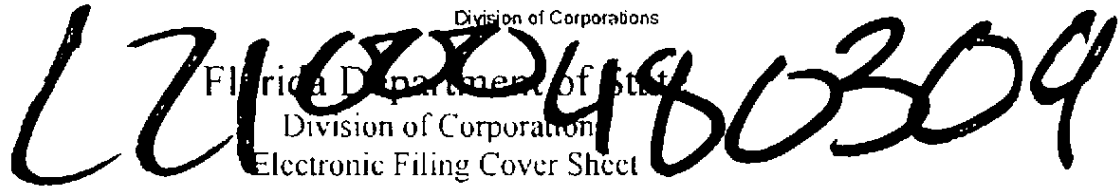


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To:

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

From:

Account Name : INTERSTATE FILINGS LLC
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Phone : (718)569-2703
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**FLORIDA LIMITED LIABILITY CO.
PENBROOKE CAPITAL LLC**

Certificate of Status	0
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(((H21000415057 3)))

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

PENBROOKE CAPITAL LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

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

Principal Office Address:7901 4TH ST N STE 300
ST. PETERSBURG, FL 33702**Mailing Address:**133 NE 2ND AVE. APT 3512
MIAMI, FL 33132**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

REGISTERED AGENTS INC.

Name

7901 4TH, ST N STE 300Florida street address (P.O. Box **NOT** acceptable)ST. PETERSBURG FL 33702

City

State

Zip

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 as provided for in Chapter 605, F.S.

Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

(((H21000415057 3)))

(((H21000415057 3)))

ARTICLE IV.

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

Name and Address:

NICHOLAS TOPEL

133 NE 2ND AVE APT 3512

MIAMI, FL 33132

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

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

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.**ARTICLE VI:** Other provisions, if any.**REQUIRED SIGNATURE:***Nicholas Topel*~~Signature of a member or an authorized representative of a member~~

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

NICHOLAS TOPEL

Typed or printed name of signee

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