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FLORIDA LIMITED LIABILITY CO.
UPPER 5040, LLC

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**ARTICLES OF ORGANIZATION
OF
UPPER 5040, LLC
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Revised Limited Liability Company Act, Chapter 605 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is UPPER 5040, LLC (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

The mailing address and street address of the principal office of the Company is 5040 NE 2nd Avenue, Miami, Florida 33137.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent is Barry D. Lapides, c/o Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company shall be manager-managed. The name and address of the initial managers of the Company are:

Wynwood Buena Vista LLC, a Florida limited liability company
5040 NE 2nd Avenue
Miami, Florida 33137
and
Upper Corner, LLC, a Florida limited liability company
3301 NE 1st Avenue, Apt. 2403
Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 12th day of January, 2022.



Michal Aviv, Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for UPPER 5040, LLC at the place designed in Article III of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 605, F.S.

/s/ Barry D. Lapidés

Barry D. Lapidés

Dated: January 12, 2022

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