

ARTICLES OF ORGANIZATION
OF
AURELIUS GROUP HOLDINGS LLC

Article I. Name

The name of this Limited Liability Company is Aurelius Group Holdings LLC.

Article II. Registered Agent

The name and street address of the Company's registered agent is:

Vanquish AG Inc.
20533 Biscayne Blvd, Ste 4 - 511
Aventura, Florida 33180

Article III. Address

The street and mailing address of the Company is:

Aurelius Group Holdings LLC
515 N. Flagler Drive
Suite P-300
West Palm Beach, Florida 33401

Article IV. Transferability of Membership Interests

No members will have the right to assign their membership interests in the Company, except as otherwise provided in the Company's Operating Agreement. If an assignment does not comply with the provisions of the Company's Operating Agreement, such assignee will have no right to become a member or to exercise any other rights or powers of a member. Any conflict between the provisions contained in this Article IV. and those contained in the Company's Operating Agreement will be resolved in favor of the Operating Agreement.

Article V. Management

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

METROPOLE AG INC.
300 S. Australian Avenue, Unit 203, West Palm Beach, Florida 33401

VANQUISH AG INC.
20533 Biscayne Blvd, Ste 4 - 511, Aventura, Florida 33180

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TALLAHASSEE, FLORIDA
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Article VI. Company Existence

The Company's existence will begin effective as of January 25, 2022.

The undersigned executed these Articles of Organization on January 25, 2022.

Aurelius Group Holdings LLC

By: **John J. Surgent**
Digitally signed by John J. Surgent
Date: 2022.01.25 22:44:29 -05'00'

Vanquish AG as Manager
By: John J. Surgent as Director

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CERTIFICATE OF REGISTERED AGENT & DESIGNATION

OF

AURELIUS GROUP HOLDINGS LLC

Vanquish AG Inc. hereby accepts the designation of Registered Agent as set forth in the Articles of Organization of Aurelius Group Holdings LLC. Vanquish AG Inc. is familiar with the position and obligations of Registered Agent and agrees to perform the duties of Registered Agent as stipulated under applicable Florida Statutes.

January 25, 2022

Vanquish AG Inc.

John J.

Surgent

Digitally signed by

John J. Surgent

Date: 2022.01.25

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By: John J. Surgent
Director

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**SECRETARY OF STATE
TALLAHASSEE, FL 09107**