

Florida Department of State
 Division of Corporations
 Electronic Filing Cover Sheet

L22000133694

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 Division of Corporations
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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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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
US 1 CAPITAL LLC**

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T. LEMIEUX

JUN 30 2022

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

US 1 CAPITAL LLC

(Name of the Limited Liability Company as it now appears on our records.)
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on 04/01/2022 and assigned
Florida document number L22000133694.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited liability company here:

The new name must be distinguishable and contain the words "Limited Liability Company," the designation "LLC" or the abbreviation "L.L.C."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, Florida _____

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 relative 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. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

IF Changing Registered Agent, Signature of New Registered Agent

If amending Authorized Person(s) authorized to manage, enter the title, name, and address of each person being added or removed from our records:

MGR = Manager

AMBR = Authorized Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	NICOLAS NASSAR	901 PONCE DE LEON BOULEVARD, STE 204	<input type="checkbox"/> Add
		CORAL GABLES, FL 33134	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGR	CHRISTIAN CANTERGIANI	901 PONCE DE LEON BOULEVARD, STE 204	<input type="checkbox"/> Add
		CORAL GABLES, FL 33134	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGR	BRICKELL PARK VIEW LLC	1 SE 3RD AVENUE, SUITE 1210	<input type="checkbox"/> Add
		MIAMI, FL 33131	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGR	ACA Ventures LLC, a Delaware limited liability company	901 PONCE DE LEON BOULEVARD, STE 204	<input checked="" type="checkbox"/> Add
		CORAL GABLES, FL 33134	<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
MGR	NNW Ventures LLC, a Delaware limited liability company	901 PONCE DE LEON BOULEVARD, STE 204	<input checked="" type="checkbox"/> Add
		CORAL GABLES, FL 33134	<input type="checkbox"/> Remove
			<input type="checkbox"/> Change
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Change

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

ARTICLE 111, PURPOSE, OF THE ARTICLES OF INCORPORATION ARE HEREBY AMENDED

AS FOLLOWS:

ARTICLE 111, PURPOSE, IS HEREBY DELETED IN ITS ENTIRETY, AND REPLACED WITH THE FOLLOWING PARAGRAPH.

ARTICLE 111, PURPOSE. THE PURPOSE OF THE COMPANY SHALL BE TO ENGAGE IN ANY LAWFUL BUSINESS THAT MAY BE ENGAGED IN BY A LIMITED LIABILITY COMPANY ORGANIZED UNDER THE ACT, AS SUCH BUSINESS ACTIVITIES MAY BE DETERMINED BY THE MEMBERS FROM TIME TO TIME. THE COMPANY IS CREATED FOR THE PURPOSE OF SEARCHING FOR FOREIGN INVESTORS TO INVEST IN BUSINESSES LOCATED IN THE UNITED STATES OF AMERICA, AND FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITY OR BUSINESS AUTHORIZED BY THE LAWS OF THE STATE OF FLORIDA. THE SERVICES OF THE COMPANY ARE BEING PROVIDED OUTSIDE THE UNITED STATES OF AMERICA.

E. Effective date, if other than the date of filing: _____ (optional)

(If an effective date is listed, the date must be specific and cannot be prior to date of filing or more than 90 days after filing.) Pursuant to 605.0207 (3)(b)

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.

If the record specifies a delayed effective date, but not an effective time, at 12:01 a.m. on the earlier of: (b) The 90th day after the record is filed.

Dated 6/23 2022

William T. O'Connell, Registered Agent
Signature of a member or authorized representative of a member

*See attached APPOINTMENT AND RESIGNATION OF MANAGERS

Typed or printed name of signer

DocuSign Envelope ID: 35AEEA86-A493-4833-BA7F-84D10777E3DD

**APPOINTMENT AND RESIGNATION OF MANAGERS FOR
US 1 CAPITAL LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, Christian Cantergiani, Nicolas Nassar, and Brickell Park View LLC, a Florida limited liability company, are the current Managers of **US 1 Capital LLC, a Florida limited liability company (the "Company").**

RESOLVED, the Company appoints **ACA Ventures LLC, a Delaware limited liability company** to replace Christian Cantergiani in his position as Manager in the Company, effective immediately as the date of the execution hereof.

RESOLVED FURTHER, Christian Cantergiani hereby tenders his resignation as Manager, effective immediately as the date of the execution hereof.

RESOLVED FURTHER, the Company appoints **NNW Ventures LLC, a Delaware limited liability company** to replace Nicolas Nassar in his position as Manager in the Company, effective immediately as the date of the execution hereof.

RESOLVED FURTHER, Nicolas Nassar hereby tenders his resignation as Manager, effective immediately as the date of the execution hereof.

RESOLVED FURTHER, Brickell Park View LLC, a Florida limited liability company hereby tenders its resignation as Manager, effective immediately as the date of the execution hereof.

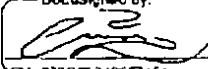
[SIGNATURE PAGE TO FOLLOW]

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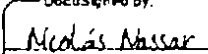
IN WITNESS WHEREOF, the parties hereto have executed this APPOINTMENT AND RESIGNATION OF MANAGERS as of this 4th day of April, 2022.

CURRENT MANAGERS:

**US 1 Capital LLC,
a Florida limited liability company**

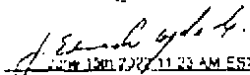
DocuSigned by:


Christopher Antergiani, Manager

DocuSigned by:


Nicolas Nassar, Manager

**Brickell Park View LLC,
a Florida limited liability company,
as Manager**



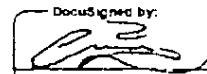
By: Jesus Oyola
As: Manager

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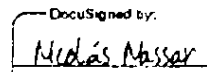
IN WITNESS WHEREOF, the parties hereto have executed this APPOINTMENT AND RESIGNATION OF MANAGERS as of this 4th day of April, 2022.

ACCEPTANCE OF APPOINTMENT:

ACA VENTURES LLC,
a Delaware limited liability company

DocuSigned by:

By: Christian Cantergiani
As: Sole Member and Manager

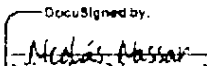
NNW Ventures LLC,
a Delaware limited liability company

DocuSigned by:

By: Nicolas Nassar Weisz
As: Sole Member and Authorized Person

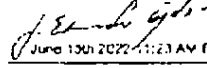
ACCEPTANCE OF RESIGNATION:

DocuSigned by:

Christian Cantergiani, Manager

DocuSigned by:

Nicolas Nassar, Manager

Brickell Park View LLC,
a Florida limited liability company


June 13th 2022 4:23 AM EST
By: Jesus Oyola
As: Manager

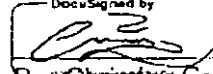
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IN WITNESS WHEREOF, the parties hereto have executed **APPOINTMENT AND RESIGNATION OF MANAGERS** as of this 4th day of April, 2022.

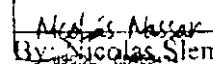
NEW MANAGERS:

US 1 Capital LLC,
a Florida limited liability company

ACA Ventures LLC,
a Delaware limited liability company

DocuSigned by

By: ~~Christian Cantergiani~~
As: Sole Member and Manager

NNW Ventures LLC,
a Delaware limited liability company

DocuSigned by

By: ~~Nicolas Stevan Nassar Weisz~~
As: Sole Member and Authorized Person