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(Address)

(City/State/Zip/Phone #)

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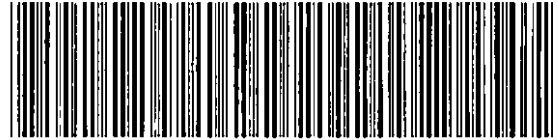
(Business Entity Name)

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Date: **April 27, 2022**

Account#: 120000000088

Name: **David Shulman**

Reference #: **1657295**

Entity Name: **MIAMI YACHT DESIGN LLC**

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

ISSUES? CALL

David:

850-270-0082

Authorized Amount: **\$125.00**

Signature: *David Shulman*

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**ARTICLES OF ORGANIZATION
OF
MIAMI YACHT DESIGN LLC**

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SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of Section 605.0201 of the Florida Statutes, the above-named limited liability company, (the "Company"), provides the following information and adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is MIAMI YACHT DESIGN LLC.

**ARTICLE II
ADDRESSES**

The principal place of the Company address is 1441 Brickell Ave., Suite 1400, Miami, FL 33131.

The mailing address of the Company is 400 Golden Isles Drive, Suite 29, Hallandale Beach, FL 33009.

**ARTICLE III
OTHER PROVISIONS**

This limited liability company will be a manager-managed limited liability company and its business purpose will be to engage in any lawful activity as permitted under the Florida Revised Limited Liability Act.

**ARTICLE IV
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

**ARTICLE V
MANAGEMENT**

The name and address of the persons authorized to manage the limited liability company is:

Title: MGR
Name: SEA PACE MANAGEMENT INC.
1441 Brickell Ave., Suite 1400
Miami, FL 33131

ARTICLE VI INDEMNIFICATION

The Company shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Revised Limited Liability Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is or was a director of the Company; (ii) is or was a manager or other officer of the Company; or (iii) is or was serving at the request of the Company as a director, manager, officer, agent or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Manager of the Company shall have, unless otherwise expressly prohibited by the Florida Revised Limited Liability Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is, or was, an officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article will not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Company, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article will be deemed to be a contract between the Company and each director and officer of the Company who serves or served in such capacity at any time while this Article is in effect.

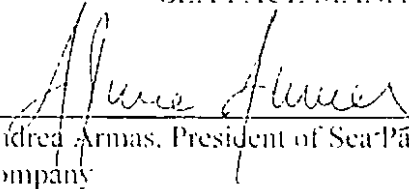
Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Manager.

ARTICLE VII EFFECTIVE DATE

The effective date for this limited liability company will be the date of the filing of these Articles of Organization.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 27 day of April 2022.

SEA PACE MANAGEMENT INC., Manager

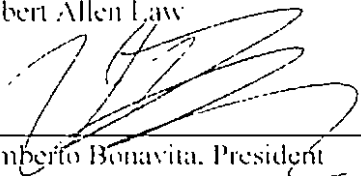
By: 
Andrea Armas, President of SeaPace Management Inc., the Manager of the Company

ACCEPTANCE BY REGISTERED AGENT

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 the 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 in Chapter 605 of the Florida Statutes.

Dated as of the 27 day of April, 2022.

Robert Allen Law

By: 
Umberto Bonavita, President

Preparer:

Umberto Bonavita, Esq.
Florida Bar No. 0632791
Robert Allen Law (see fictitious name filing for registered agent)
1441 Brickell Avenue, Suite 1400
Miami, FL 33131
Phone (305) 372-3300
Fax: (305) 379-7018

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