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From:

Account Name : MEDEIROS SOUZA CORP  
Account Number : I20190000068  
Phone : (407)326-8484  
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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.\*\***

Email Address: CONTACT@MEDEIROSSOUZA.COM

**FLORIDA LIMITED LIABILITY CO.  
RAINBOW HEART USA LLC**

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ARTICLES OF ORGANIZATION  
OF  
RAINBOW HEART USA LLC

Pursuant to the provisions of Chapter 605 of the Florida Statutes (the "Florida Revised Limited Liability Company Act"), the undersigned representative of the members, for the purposes of forming a Florida Limited Liability company, hereby adopts the following Articles of Organization:

ARTICLE 1  
NAME

The name of the company is RAINBOW HEART USA LLC, (the "Company").

ARTICLE 2  
DURATION AND PLACE OF BUSINESS

The period of duration of the Company is perpetual and its principal place of business is at 1540 INTERNATIONAL PKWY GROUP 2000, SUITE 233 LAKE MARY, FL 32746. The Company may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Company's manager.

ARTICLE 3  
MAILING ADDRESS

The Company's mailing address will be at 1540 INTERNATIONAL PKWY GROUP 2000, SUITE 233 LAKE MARY, FL 32746.

ARTICLE 4  
PURPOSE

The purpose for which the Company is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Revised Limited Liability Company Act.

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## ARTICLE 5 REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Company shall be located at 845 N Garland Ave, ste 100, Orlando, Florida 32801, or at such location as may be determined by the Company's manager, and the Company's registered agent shall be MEDEIROS SOUZA CORP (P19000013780).

## ARTICLE 6 MANAGEMENT

Subject to the provisions of the Florida Revised Professional Limited Liability Company Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Company:

6.1. The management of the Company is vested in the Manager, as defined in the Company's Operating Agreement. All determinations and decisions required or permitted to be made by the Manager shall be made by a board of managers consisting of each and all of the Managers (the "Board of Managers").

6.2. Initial Authorized Member. The name of the Corporate' Authorized Members are **Alexandre Luiz Amorim Falaschi, Raphael Prado Araujo and BDN INVESTMENTS USA LLC** whose mailing address is 1540 INTERNATIONAL PKWY GROUP 2000, SUITE 233 LAKE MARY, FL 32746

## ARTICLE 7 LIMITATION OF LIABILITY OF MANAGERS AND MANAGING MEMBERS

The liability of the managers and managing member of the Company for monetary damages shall be eliminated to the fullest extent permissible under Section 605.04093 of the Florida Revised Limited Liability Company Act.

## ARTICLE 8 INDEMNIFICATION OF COMPANY'S AGENTS.

Subject to the applicable limits set forth in Section 605.04093(2) of the Florida Revised Limited Liability Company Act, the Company is authorized to provide identification of this members, managers, managing members, officers, employees, and agents through operating agreement provisions.

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IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Organization on this 10<sup>th</sup> day of June, 2022.



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Rubem Souza, LL.M.  
as Authorized Representative of the Manager

## RAINBOW HEART USA LLC

### ACCEPTANCE OF THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for RAINBOW HEART USA LLC.



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Rubem Souza, LL.M.  
Date: 06.10.2022

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