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To:

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From:

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Email Address: kihrig@shumaker.com

**FLORIDA LIMITED LIABILITY CO.
MG VENICE GP LLC**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF ORGANIZATION

FOR

MG VENICE GP LLC

ARTICLE I – Name:

The name of the Limited Liability Company is **MG VENICE GP LLC**.

ARTICLE II – Address:

The physical street and mailing address of the principal office of the Limited Liability Company is:

1288 Caledonia Road
North York, Ontario M6A 3B9
Canada

ARTICLE III – Manager(s):

The Limited Liability Company will be manager-managed. The name, title and address of each person authorized to manage and control the Limited Liability Company are:

Title	Name and Address
MGR	Barry Michaels 1288 Caledonia Road, North York, Ontario, M6A 3B9 Canada
MGR	Lucian Michaels 1288 Caledonia Road North York, Ontario, M6A 3B9 Canada

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ARTICLE IV – Indemnification:

The Limited Liability Company shall, to the full extent permitted by Section 605.0408, of the Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article IV shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the regulations of the limited liability company, by agreement or otherwise.

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ARTICLE V – ADMISSION OF MEMBERS

No person may be admitted as a Member, whether as a substituted Member or an additional Member, except upon the consent of the Members as provided in Section 605.0401(3)(c) or as provided in Section 605.0701(3) and in the manner set forth in the Operating Agreement of the Limited Liability Company, as it may be amended from time to time, or as otherwise agreed by all of the Members.

ARTICLE VI – TRANSFER OF INTEREST IN COMPANY

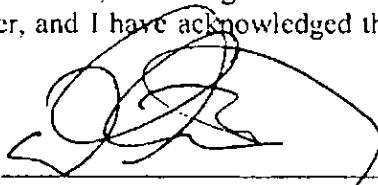
No transfer of an Interest in the Limited Liability Company is permitted or valid except in accordance with the restrictions on transfer contained in the Operating Agreement of the Limited Liability Company, as amended at the effective time of the transfer.

ARTICLE VIII - Registered Agent and Registered Address

The name and the street address of the registered agent are:

W. Kent Ihrig, Esq.
c/o Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member, and I have acknowledged them to be my act this 8th day August 2022.



Signature of an authorized representative of a member.

(In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in section 817.155, Florida Statutes.)

W. Kent Ihrig, Esq.

Typed or printed name of signee

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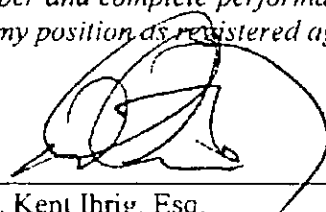
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF CHAPTER 605, FLORIDA STATUTES, THE LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is **MG VENICE GP LLC**.
2. The name and the Florida street address of the registered agent are:

W. Kent Ihrig, Esq.
c/o Shumaker, Loop & Kendrick, LLP
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

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 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.


W. Kent Ihrig, Esq.
Registered Agent

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