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Division of Corporations

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To:

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Fax Number : (850)617-6381

From:

Account Name : MORERA LAW GROUP, P.A.  
Account Number : I20220000121  
Phone : (786)789-4546  
Fax Number : (786)646-2402

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Email Address: BRYAN@MLG.MIAMI

**FLORIDA LIMITED LIABILITY CO.  
USA PHARMA GROUP, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
USA PHARMA GROUP, LLC**

The undersigned, being the sole member, desiring to form a limited liability company under and pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, do hereby adopt the following Articles of Organization:

**ARTICLE I  
NAME**

The name of the limited liability company is USA PHARMA GROUP, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The principal place of business and mailing address of the Company is:

13800 SW 119<sup>th</sup> Avenue  
Miami, Florida 33186

**ARTICLE III  
REGISTERED AGENT AND OFFICE**

The Company designates 14100 Palmetto Frontage Road, Suite 370, Miami Lakes, Florida 33016 as the street address of the initial registered office of the Company and names Morera Law Group, P.A. as its initial registered agent at that address to accept service of process within this state.

**ARTICLE IV  
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V  
AUTHORIZED UNITS**

The Company is authorized to issue One Thousand (1,000) membership units.

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## **ARTICLE VI** **MANAGEMENT**

The business of the Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until his, her, or their successor(s) is/are duly elected and qualified.

## **ARTICLE VII** **MANAGERS**

The name and address of the initial Managers of the Company are:

Juan Carlos Prado  
13800 SW 119<sup>th</sup> Avenue  
Miami, Florida 33186

## **ARTICLE IX** **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

## **ARTICLE X** **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, or otherwise in the manner set forth in the Operating Agreement of the Company, if applicable.

## **ARTICLE XI** **OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal an Operating Agreement of the Company shall be vested in the Managers of the Company in the manner set forth in the Operating Agreement of the Company, if any.

**ARTICLE XII**  
**EFFECTIVE DATE**

The Effective Date of the Company shall be the date these Articles are filed with the Florida Department of State, Division of Corporations.

[SIGNATURES ON FOLLOWING PAGE]

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**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal this 4th day of October 2022.

ON BEHALF OF THE MEMBER(S):

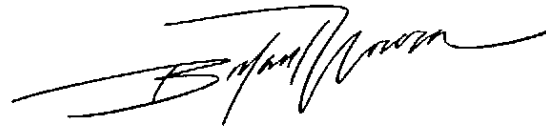
*Juan C Prado/CEO USA PB*

\_\_\_\_\_  
Juan Carlos Prado, Sole Manager

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for TALOS TECHNOLOGY HOLDINGS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position this 4<sup>th</sup> day of October 2022.

MORERA LAW GROUP, P.A.



By: \_\_\_\_\_

Name: Bryan Morera

Title: President

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