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FEBRUARY POINT ACQUISITION GROUP

Signature _____

Requested by: SETH

01/26/23

Name _____

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____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

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____ Merger File _____

____ Att. of Amend. File _____

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____ Corp Record Search _____

____ Officer Search _____

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COVER LETTER

**TO: New Filing Section
Division of Corporations**

SUBJECT: FEBRUARY POINT ACQUISITION GROUP, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joy B. Spill, Esq

Name of Person

Joy B. Spill, P.A.

Firm/Company

16400 NW 2nd Ave, Ste 203

Address

Miami, FL 33169

City/State and Zip Code

Marc@RMLOGISTICSCORP.Com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joy B. Spill

305

510-7306

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$125.00 Filing Fee

☐

\$130.00 Filing Fee &
Certificate of Status

☐

\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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2023 JAN 30 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FL 32310

**ARTICLES of ORGANIZATION of
FEBRUARY POINT ACQUISITION GROUP, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **FEBRUARY POINT ACQUISITION GROUP, LLC** and its principal office and mailing address shall be located at **16400 NW 2nd Avenue, Suite 203 in the City of Miami, County of Miami-Dade, State of Florida, 33169,** but it shall have the power and authority to establish branch offices at any other place or places as the managers/Members may designate.

**ARTICLE II
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is **16400 NW 2nd Ave., Suite 203, Miami, County of Miami-Dade, State of Florida 33169**, and the name of the company's initial registered agent at that address is **Joy B. Spill**.

**ARTICLE III
PURPOSES AND POWERS**

A. In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- . . . 1. To engage in any activity or business authorized under the Florida Statutes.
- . . . 2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
- . . . 3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- . . . 4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
- . . . 5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law,

while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

B. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

C. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under law of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE IV MANAGEMENT

This limited liability company shall be a **member managed** company. The members who are authorized to manage and control the Company are and their address are:

Name: Marc Osheroff (AMBR)

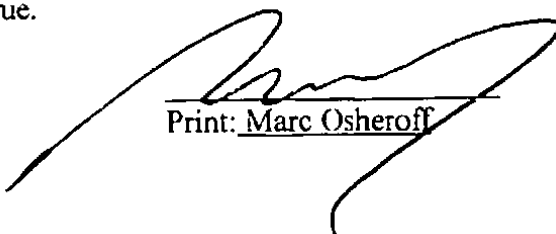
Address: 16400 NW 2nd Avenue, Suite 203, North Miami Beach, Florida 33169

Name: Oluleye Temtitope Adigun (AMBR)

Address: 16400 NW 2nd Avenue, Suite 203, North Miami Beach, Florida 33169

The undersigned, being one of the original Members of the limited liability company, certifies that this instrument constitutes the Articles of Organization of **FEBRUARY POINT ACQUISITION GROUP, LLC in accordance with Section 605.0203(1)(b) F.S.**

Executed by the undersigned at Miami, Florida on January 27, 2023. Under penalties of perjury, the facts stated herein are true.


Print: Marc Osheroff

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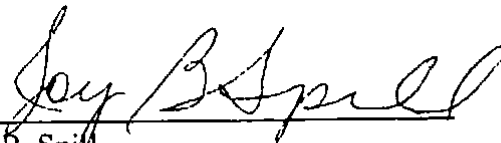
REGISTERED AGENT STATEMENT & ACCEPTANCE

Pursuant to the provisions of Sections 605.0113 F.S., of the Revised Limited Liability Company Act, the limited liability company identified above submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the registered agent the limited liability company is **Joy B. Spill** and the street address of the company's registered office where the agent is located is **16400 NW 2nd Ave., Suite 203, Miami, FL 33169.**

This statement is to acknowledge that the limited liability company above has appointed me, Joy B. Spill, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 as provided for in Chapter 605, F. S. Under penalties of perjury, the facts stated herein are true.

Dated: January 27, 2023


Joy B. Spill

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