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FLORIDA LIMITED LIABILITY CO.  
Menesse ICFL, LLC

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**ARTICLES OF ORGANIZATION  
FOR  
MENESSE ICFL, LLC  
(A Florida Limited Liability Company)**

*The undersigned, for the purpose of forming a limited liability company under the laws of the State of Florida pursuant to the Florida Revised Limited Liability Company Act (the "Act"), hereby adopts the following Articles of Organization:*

**ARTICLE I -  
Name**

The name of the Limited Liability Company is Menesse ICFL, LLC (the "Company").

**ARTICLE II -  
Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III -  
Nature of Business**

This Company is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV -  
Address**

The initial principal office and mailing address of the Company is 3350 Virginia Street, Suite 212, Miami, FL 33133.

**ARTICLE V -  
Initial Registered Agent and Registered Office**

The street address of the initial registered office of the Company is 3350 Virginia Street, Suite 212, Miami, FL 33133, and the name of the initial registered agent of this Company at that address is Alejandro Gustavo Díaz Naranjo.

**ARTICLE VI -  
Management**

The Company shall be manager-managed in accordance with its Operating Agreement. The initial managers shall be:

Alejandro Gustavo Díaz Naranjo  
3350 Virginia Street, Suite 212  
Miami, FL 33133

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Mariano Borges  
3350 Virginia Street, Suite 212  
Miami, FL 33133.

**ARTICLE VII -**

**Membership Certificates**

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate. No Member of the Company may transfer, sell or assign its membership interest in the Company to any other person except as provided for in the Company's Operating Agreement.

**ARTICLE VIII -**

**Amendment**

The Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

**ARTICLE IX -**

**Effective Date**

The Effective Date of these Articles of Organization is February 20, 2023.

**IN WITNESS WHEREOF** the undersigned has executed these Articles as of the 20<sup>th</sup> day of February, 2023.

/s/ Milton A. Vescovacci

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Milton A. Vescovacci,  
Authorized Representative

*(In accordance with Section 605.0205(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, Alejandro Gustavo Díaz Naranjo hereby accepts the appointment as registered agent and agrees to act in this capacity. Alejandro Gustavo Díaz Naranjo further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and states that it is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 605, F.S.

/s/ Alejandro Gustavo Díaz Naranjo

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Alejandro Gustavo Díaz Naranjo

Dated: February 20, 2023