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FLORIDA LIMITED LIABILITY CO.

ESM COTERIE, LLC

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**ARTICLES OF ORGANIZATION
OF
ESM COTERIE, LLC.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **ESM COTERIE, LLC.** ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be **10060 South Lake Vista Circle Davie, Florida 33328** and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this Company is 7320 Griffin Road, Suite 216 Davie, Florida 33314. The name and address of the registered agent of this Company is Stuart A. Teller, P.A. 7320 Griffin Road, Suite 216, Davie, Florida 33314.

ARTICLE 7 - ADMISSION OF NEW MEMBER(S)

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in

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the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining member(s), provided there are at least one remaining member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) (s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name of all such manager(s) who is/are to serve as manager(s) is/are:

Manager(s): Ephraim Manshari
Sima Manshari

Whose mailing addresses shall be 10060 South Lake Vista Circle Davle, Florida 33328.

ARTICLE 10 - INDEMNIFICATION

The Company shall indemnify managers and/or member(s) of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or member(s) was a party because the managers and/or member(s) is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or member(s) in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the member, manager, employee or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a member, manager, employee or agent of the Company, as the case may be, as a member, manager, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain

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insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member", "manager", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

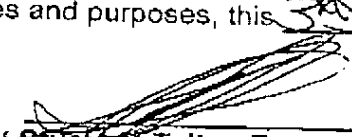
ARTICLE 11 – CORRESPONDENCE EMAIL ADDRESS NOTICE OF ANNUAL REPORT

This Limited Liability Company (LLC) must file an Annual Report with the Division of Corporations between January 1st and May 1st of every year to maintain "active" status. The LLC's first annual report will be due between January 1st and May 1st of the calendar year following the year the LLC is formed and must be filed online.

The Initial email address for receipt of correspondence for this Limited Liability Company shall be:

Name Ephraim Manshari
E-mail Address manshari54@gmail.com

IN WITNESS WHEREOF, The undersigned, an authorized representative of the member(s), has made and subscribed these Articles of Organization at Davie, Broward County, Florida, for the foregoing uses and purposes, this 30 day of March, 2023.



Stuart A. Teller, Esquire, Authorized
Representative of the Member(s)

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S. I acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this LLC and every year thereafter to maintain "active" status.

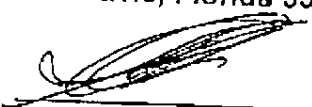
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION**

Stuart A. Teller, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 605, Florida Statutes and other applicable Florida Statutes.

Stuart A. Teller, P.A.
7320 Griffin Road, Suite 216
Davie, Florida 33314


By: Stuart A. Teller, Esquire

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