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Florida Department of State  
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Account Name : COMPUTERSHARE  
Account Number : 110432003053  
Phone : (561)694-8107  
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FLORIDA LIMITED LIABILITY CO.  
MPMBB Brazil USA LLC

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
COMMERCIAL SERVICES

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
MPMBB Brazil USA LLC

### Article II. Address

The street address of the Company's initial principal office is:  
MPMBB Brazil USA LLC  
1110 Brickell Ave., Ste. 310  
Miami, FL 33131

The mailing address of the Company's initial principal office is:  
MPMBB Brazil USA LLC  
1110 Brickell Ave., Ste. 310  
Miami, FL 33131

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
NS Company Services LLC  
1110 Brickell Ave., Ste. 310  
Miami, FL 33131

### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Computershare Governance Services Inc.  
d/b/a Corporate Creations International  
801 US Highway 1  
North Palm Beach, FL 33408  
(561) 694-8107

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a manager-managed company. The name and address of each manager is:

BERRYHILL WORLDWIDE ASSETS CORP.  
1110 Brickell Ave., Ste. 310  
Miami, FL 33131

Article VII. Company Existence

The Company's existence shall begin effective as of June 5, 2023.

The undersigned authorized representative of a member executed these Articles of Organization on 6/5/2023.



COMPUTERSHARE GOVERNANCE SERVICES INC.  
D/B/A CORPORATE CREATIONS INTERNATIONAL  
Taide Sanchez, Vice President  
By: Erin Saville, Attorney-in-Fact

Computershare Governance Services Inc.  
d/b/a Corporate Creations International  
801 US Highway 1  
North Palm Beach, FL 33408  
(561) 694-8107

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TALLAHASSEE FLORIDA

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

MPMBB Brazil USA LLC

REGISTERED AGENT/OFFICE:

NS Company Services LLC  
1110 Brickell Ave., Ste. 310  
Miami, FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS COMPANY SERVICES LLC  
By: Erin Saville, Attorney-in-Fact  
Date: June 5, 2023

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d/b/a Corporate Creations International  
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North Palm Beach, FL 33408  
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