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Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Account Name : FOLEY & LARDNER
Account Number : I19980000047
Phone : (407)423-7656
Fax Number : (407)648-1743

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: rcharquet@foley.com

**FLORIDA LIMITED LIABILITY CO.
CD HOLDING US, LLC**

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SECRETARY OF FLORIDA
CORPORATION

ARTICLES OF ORGANIZATION OF CD HOLDING US, LLC

1. Name. The name of this limited liability company is **CD HOLDING US, LLC** (the "Company"), and it shall be formed as a limited liability company under Chapter 605 of the laws of the State of Florida (the "Act").

2. Duration. The Company's existence shall be perpetual, and the effective date of commencement of the Company's existence shall be August 17, 2023.

3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Principal Office. The mailing and street address of the Company's principal office is 4201 Collins Avenue #903, Miami Beach, Florida 33140.

5. Registered Agent and Office. The name of the initial registered agent of the Company is F & L Corp. The street address of the initial registered agent of the Company is One Independent Drive, Suite 1300, Jacksonville, Florida 32202.

6. Management of the Company. The management of the Company shall be vested in the managers of the Company, and the Company shall be a manager-managed limited liability company as such term is defined in the Act. The initial manager of the Company and the address of the initial manager are as follows:

Carmela Daniele

4201 Collins Avenue #903, Miami Beach, Florida 33140

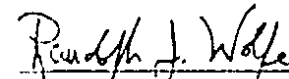
7. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

8. Waiver of Appraisal Rights. The members of the Company shall not have, and by their acceptance of any membership interest in the Company each member agrees that they shall not have, and shall be deemed to have waived, any appraisal rights and rights to obtain payment of the fair value of a member's membership interest and/or membership rights (collectively, the "Appraisal Rights") provided in Section 605.1006 of the Act, its successor provisions or otherwise in any one or more of the events described in Section 605.1006(1) of the Act and/or its successor provisions (the "Triggering Events"). Further, Appraisal Rights shall not be available to any member with respect to any and all Triggering Events that may occur during the term of the Company, and each member shall be deemed to have expressly authorized the elimination of such Appraisal Rights and agreed and acknowledged that this clause constitutes an express waiver and elimination of all Appraisal Rights for purposes of Section 605.1006(2) of the Act.

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The undersigned executed these Articles of Organization on the 17th day of August, 2023.

In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



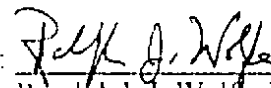
RANDOLPH J. WOLFE

Authorized Representative of Member

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position as provided for in the Act, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duties.

F & L CORP, a Wisconsin corporation

By: 

Randolph J. Wolfe, Vice President

Dated: August 17, 2023