

# L23000514426

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To: Division of Corporations  
Fax Number : (850)617-6381

From: Account Name : COMPUTERSHARE  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)214-8442

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

Email Address: \_\_\_\_\_

**FLORIDA LIMITED LIABILITY CO.  
CIPRIANI'S LLC**

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T. MATTHEWS

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## ARTICLES OF ORGANIZATION

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### Article I. Name

The name of this Florida limited liability company is:  
CIPRIANI'S LLC

FLORIDA STATE  
TALLAHASSEE, FL

### Article II. Address

The street address of the Company's initial principal office is:  
CIPRIANI'S LLC  
1060 Brickell Avenue Unit 4309  
Miami FL 33131

The mailing address of the Company's initial principal office is:  
CIPRIANI'S LLC  
1060 Brickell Avenue Unit 4309  
Miami FL 33131

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Worldwide Corporate Administrators LLC  
2330 Ponce De Leon Blvd  
Coral Gables FL 33134

### 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:

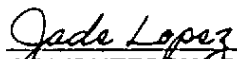
Marianella Andreina Galaviz Pacheco  
1060 Brickell Avenue Unit 4309  
Miami FL 33131

Rafael Andres Vivas Rosales  
1060 Brickell Avenue Unit 4309  
Miami FL 33131

Article VII. Company Existence

The Company's existence shall begin effective as of November 9, 2023.

The undersigned authorized representative of a member executed these Articles of Organization on 11/9/2023.



COMPUTERSHARE GOVERNANCE SERVICES INC.  
D/B/A CORPORATE CREATIONS INTERNATIONAL

Michael Reinhold Vice President

By: Jade Lopez, Attorney-in-Fact

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## STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

CIPRIANI'S LLC

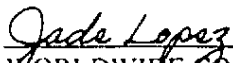
REGISTERED AGENT/OFFICE:

Worldwide Corporate Administrators LLC

2330 Ponce De Leon Blvd

Coral Gables FL 33134

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.



WORLDWIDE CORPORATE ADMINISTRATORS LLC

By: Jade Lopez, Attorney-in-Fact

Date: November 9, 2023.