

124000194317

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

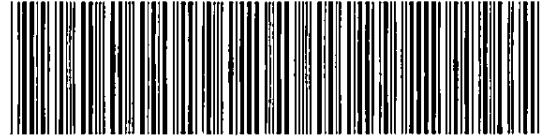
(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FL

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OFFICE OF
TALLAHASSEE, FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 04/30/2024

****WALK IN****

ENTITY NAME AIP HOLDINGS II, LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

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STATE

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$155

ACCOUNT #: I20160000072

S. R. J. M.

Please call Tina at the above number for any issues or concerns. Thank you so much!

**ARTICLES OF ORGANIZATION
OF
AIP HOLDINGS II, LLC**

The undersigned, being a duly authorized representative of the Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 605, Florida Statutes (the "Act"), does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **AIP Holdings II, LLC** (the "Company").

ARTICLE II. ADDRESS

The principal and mailing address of the Company is 2121 S.W. 3rd Avenue, 8th Floor, Miami, FL 33129.

ARTICLE III. MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The names and addresses of each person authorized to manage and control the Company are:

<u>Name</u>	<u>Address:</u>
Ernesto Poma	2121 S.W. 3 rd Avenue, 8th Floor Miami, FL 33129
Rodolfo E. Pita	2121 S.W. 3 rd Avenue, 8th Floor Miami, FL 33129
Marcello Sardenberg	2121 S.W. 3 rd Avenue, 8th Floor Miami, FL 33129
David Francis Mc Devitt	2121 S.W. 3 rd Avenue, 8th Floor Miami, FL 33129

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MIAMI

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ARTICLE IV. REGISTERED AGENT AND OFFICE

The Company designates 2121 S.W. 3rd Avenue, 8th Floor, Miami, FL 33129 as the street address of the initial registered office of the Company and names **Transal Corporation** as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE V. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement or pursuant to the Act, as amended from time to time.

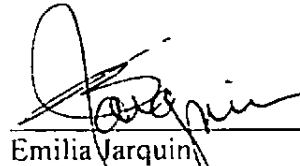
ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

(SIGNATURES ON THE NEXT PAGE)

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IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal this 30th
of April, 2024.



Emilia Varquin
Duly Authorized Representative of the
Member(s)

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TALLAHASSEE, FL

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for AIP Holdings II, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 605, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 30th day of April, 2024.

Transal Corporation

By: _____

Name: Rodolfo E. Gita

Title: Director

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HALL COUNTY, FL


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**ARTICLES OF DOMESTICATION
OF
AIP HOLDINGS II, LTD.**

The undersigned, Rodolfo E. Pita, as an Authorized Person of AIP Holdings II, Ltd., a foreign entity formed under the laws of the British Virgin Islands (the "Entity"), and in accordance with Section 605.1055, Florida Statutes, hereby submits these Articles of Domestication for filing:

1. The date on which the Entity was first formed was on or about October 26, 2023.
2. The name of the Entity immediately prior to the filing of the Articles of Domestication was AIP Holdings II, Ltd.
3. Attached are Florida Articles of Organization to complete the domestication requirements pursuant to Section 605.0201, Florida Statutes.
4. The domestication of the Entity shall become effective upon the filing of these Articles of Domestication.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Entity, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Articles of Domestication was the British Virgin Islands.
6. The domestication of the Entity has been approved in accordance with the laws of the British Virgin Islands.
7. Following its domestication, the name of the Entity, as set forth in its Articles of Organization, to be filed pursuant to Sections 605.1055 and 605.0201, Florida Statutes, with these Articles of Domestication, shall be **AIP HOLDINGS II, LLC**.
8. Attached is a copy of the Certificate of Good Standing of AIP Holdings II, Ltd. from the British Virgin Islands, pursuant to Section 605.1055 (3), Florida Statutes.

The undersigned is duly authorized to sign these Articles of Domestication on behalf of the Entity, and has done so on this 30th of April, 2024.



Rodolfo E. Pita,
Authorized Person

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STATE OF FLORIDA

**TERRITORY OF THE BRITISH VIRGIN ISLANDS
BVI BUSINESS COMPANIES ACT, 2004**



AC6516AD3F

**CERTIFICATE OF GOOD STANDING
(SECTION 235)**

The REGISTRAR OF CORPORATE AFFAIRS, of the British Virgin Islands HEREBY CERTIFIES that, pursuant to the BVI Business Companies Act, 2004 at the date of this certificate, the company,

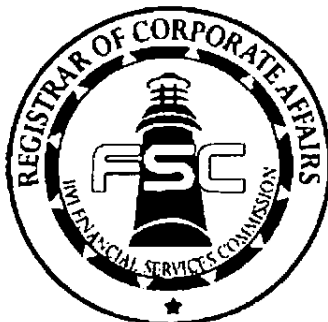
AIP Holdings II, Ltd.

BVI COMPANY NUMBER: 2134909

1. Is on the Register of Companies;
2. Has paid all fees and penalties due under the Act;
3. Has filed its register of directors with the Registrar which is complete;
4. Has not filed articles of merger or consolidation that have not become effective;
5. Has not filed articles of arrangement that have not yet become effective;
6. Is not in voluntary liquidation;
7. Is not in liquidation under the Insolvency Act, 2003;
8. Is not in receivership under the Insolvency Act, 2003;
9. Is not in administrative receivership; and
10. Proceedings to strike the name of the company off the Register of Companies have not been instituted.

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PLANNING

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REGISTRAR OF CORPORATE AFFAIRS

30th day of January, 2024