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Florida Department of State

Division of Corporations

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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  
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**FLORIDA LIMITED LIABILITY CO.****Negro, LLC**

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Negro, LLC

### Article II. Address

The street address of the Company's initial principal office is:  
Negro, LLC  
1925 Brickell Ave., Ste. D205  
Miami FL 33129

The mailing address of the Company's initial principal office is:  
Negro, LLC  
1925 Brickell Ave., Ste. D205  
Miami FL 33129

### Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Sidney De Menezes  
1925 Brickell Ave., Ste. D205  
Miami FL 33129

### 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.  
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:

Luis Eduardo Werneck de Carvalho  
1925 Brickell Ave., Ste. D205  
Miami FL 33129

### Article VII. Company Existence

The Company's existence shall begin effective as of June 26, 2024.

The undersigned authorized representative of a member executed these Articles of Organization on 6/26/2024.



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COMPUTERSHARE GOVERNANCE SERVICES INC.  
BY: JENISA S. TURNER, SPECIAL SECRETARY

Computershare Governance Services Inc.  
801 US Highway 1  
North Palm Beach FL 33408  
(561) 694-8107

## STATEMENT OF REGISTERED AGENT

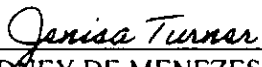
### LIMITED LIABILITY COMPANY:

Negro, LLC

### REGISTERED AGENT/OFFICE:

Sidney De Menezes  
1925 Brickell Ave., Ste. D205  
Miami FL 33129

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.

  
\_\_\_\_\_  
SIDNEY DE MENEZES  
by Jenisa S. Turner, as Attorney-in-Fact  
Date: June 26, 2024.

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