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**FLORIDA LIMITED LIABILITY CO.
MEMPHIS LOGISTICS, LLC**

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Articles of Organization for

MEMPHIS LOGISTICS, LLC

The undersigned, for the purpose of forming a Limited Liability Company under the Revised Florida Limited Liability Company Act, Chapter 605.0201, Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - Name

The name of the limited liability company shall be:

MEMPHIS LOGISTICS, LLC

hereinafter, "Company."

ARTICLE II - Principal and Mailing Address

The principal place of business of the Company in Florida shall be:

**5300 W HILLSBORO BLVD SUITE 105
COCONUT CREEK FL 33073**

The mailing address of the Company shall be:

**5300 W HILLSBORO BLVD SUITE 105
COCONUT CREEK, FL 33073**

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

The name and Florida Street address of the initial Registered Agent of the Company is:

CLAUDIO MARCOS KELLER

5300 W HILLSBORO BLVD SUITE 105 COCONUT CREEK, FL 33073

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.



CLAUDIO MARCOS KELLER

January 1, 2025

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ARTICLE IV - *Management / Member*

The Company shall be managed by a manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law of these Articles of Organization. The name of each person authorized to manage and control the Limited Liability Company:

AMBR **CLAUDIO MARCOS KELLER**
5300 W HILLSBORO BLVD SUITE 105
COCONUT CREEK FL 33073

AMBR **SANDRO LUCIANO NOGUEIRA**
5300 W HILLSBORO BLVD SUITE 105
COCONUT CREEK FL 33073

Whose mailing addresses shall be the same as the principal office of the Company.

ARTICLE V - *Purpose*

The Company shall transact any lawful business for which a limited liability company may be organized under the laws of the United States and of the State of Florida.

ARTICLE VI - *Powers*

The Company shall have all the powers granted to a Limited Liability Company under the laws of the State of Florida.

ARTICLE VII - *Effective Date*

The Company shall commence its existence January 1, 2025

ARTICLE VIII - *Term of Existence*

The Company existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization or in the regulations.

ARTICLE IX - *Admission of New Members*

No additional member(s) shall be admitted to the Company, except with the unanimous written consent of the majority of the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her

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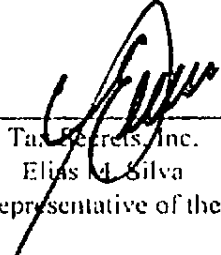
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Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) to the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE X - Dissolution

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coconut Creek, Florida, for the foregoing uses and purposes, this January 1, 2025



Tax Secrets, Inc.
Elias M. Silva
Authorized Representative of the Members

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