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 Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
 VRL HOLDINGS INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
VRL HOLDINGS INC.**

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The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: **VRL HOLDINGS INC.**

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

Existence

The existence of the corporation shall be perpetual. Corporate existence shall commence upon filing of these Articles of Incorporation by the Department of State.

ARTICLE V

Address

The principal office and mailing address of the corporation is:

1395 Brickell Avenue, 14th Floor-RAW, Miami, FL 33131

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ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 1395 Brickell Avenue, 14th Floor-RAW, Miami, FL 33131, and the initial registered agent of the corporation at that address is Richard A. Wood.

ARTICLE VII

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he or she is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he or she is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

Incorporator

The name and street address of the incorporator signing these Articles is:

NameAddress

Richard A. Wood

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OF FLORIDA

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ARTICLE IX

Board of Directors

This corporation shall have at least one (1) director. The number of directors may be either increased or decreased from time to time by amendment to the By-Laws adopted by the stockholders. The duties and manner of electing or appointing directors shall be as set forth in the By-Laws of the corporation.

The names and addresses of the initial directors, who, unless otherwise provided by law or the corporation's By-Laws, shall serve in such capacity for the first year of existence of the corporation or until successors are elected or appointed and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>
Ian Sullivan	1395 Brickell Avenue, 14 th Floor-RAW; Miami, FL 33131
Craig Coady	1395 Brickell Avenue, 14 th Floor-RAW, Miami, FL 33131

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STATE OF FLORIDA

ARTICLE X

Officers

The officers of this corporation shall include a President, Secretary and Treasurer. Other officers may be established or appointed by the Board of Directors as it may deem appropriate. The qualification, time and manner of election or appointment, the duties, terms of office, and manner of removing officers shall be as set forth in the corporation's By-Laws.

The names and addresses of the initial officers, who shall serve in the capacities indicated for the first year of existence of the corporation or until their successors are elected and have qualified, whichever occurs sooner, are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Ian Sullivan	1395 Brickell Ave, 14 th Floor-RAW, Miami, FL 33131	P
Craig Coady	1395 Brickell Avenue, 14 th Floor-RAW, Miami, FL 33131	VP

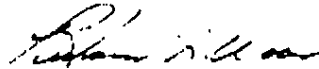
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ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of May, 2022.



Richard A. Wood, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

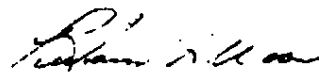
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

VRL HOLDINGS INC., desiring to organize under the laws of the State of Florida, hereby designates Richard A. Wood, Esq. as its registered agent and 1395 Brickell Avenue, 14th Floor-RAW, Miami, FL 33131, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Richard A. Wood
Registered Agent