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To:

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Account Name : GREENBERG TRAUIG CONSULTING, INC. -ACCOUNT 2  
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Email Address: heckerts@gtlaw.com

**DOMESTICATION**

Sierra Mesa Inc.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF DOMESTICATION

The undersigned, being the sole director of **SIERRA MESA INC.**, a foreign corporation, in accordance with s. 607.11922, Florida Statutes, do hereby certify:


1. The name of the domesticating corporation prior to the filing of the Articles of Domestication was **SIERRA MESA INC.**, and its jurisdiction the British Virgin Islands.
2. The date on which the domesticating corporation was first formed was June 7, 2001.
3. The name of the domesticated corporation is **SIERRA MESA INC.**
4. The jurisdiction of formation of the domesticated corporation is Florida.
5. The effective date of the domestication is: December 30, 2022.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to s. 607.0202.
7. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the domesticating corporation or any other equivalent jurisdiction under applicable law, immediately before the filing of the Articles of Domestication was the British Virgin Islands.
8. The domestication has been approved in accordance with the laws of the jurisdiction of formation of the domesticating corporation.

[SIGNATURE PAGE FOLLOWS]

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We are authorized to sign these Articles of Domestication on behalf of SIERRA MESA INC. and have done so this 16 day of December, 2022.

SIERRA MESA INC., a British Virgin Islands company

By:   
Name: Max Gilinski  
Title: Director

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ARTICLES OF INCORPORATION  
OF  
SIERRA MESA INC.

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ARTICLE I

The name of this corporation is **SIERRA MESA INC.** (the "Corporation").

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 16690 Collins Avenue, Suite 1004, Sunny Isles Beach, FL 33160.

ARTICLE IV

The Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE V

The street address of the Corporation's initial registered office is 8030 Peters Road, D-104, Plantation, FL 33324, and the name of its initial registered agent at such office is Theodore J. Klein, Esq.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until a successor has been duly elected and qualified. The name of the initial director is Gilda Azout, 16690 Collins Avenue, Suite 1004, Sunny Isles Beach, FL 33160.

ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her

(((H22000423144 3)))

conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

#### ARTICLE VIII

The name of the Incorporator is Steven M. Heckert, and the address of the Incorporator is c/o Greenberg Traurig, P.A., 333 Avenue of the Americas, Suite 4400, Miami, FL 33131.

#### ARTICLE IX – Effective Date

The effective date of these Articles of Incorporation is December 30, 2022.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 16th day of December, 2022.

/s/ Steven M. Heckert  
Steven M. Heckert  
Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of **SIERRA MESA INC.**, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

Theodore J. Klein, Esq.

/s/ Theodore J. Klein  
Registered Agent

Dated: December 16, 2022.