

ARTICLES OF ORGANIZATION

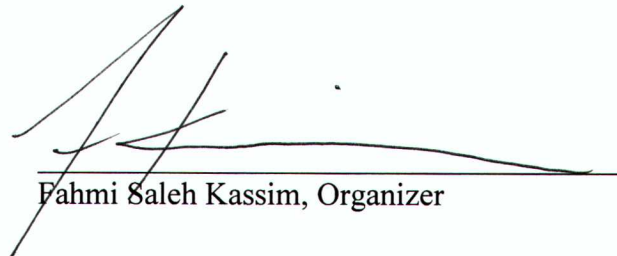
OF

Vape City USA, LLC

The undersigned, serving as organizer, hereby forms Vape City USA, LLC, a Kentucky limited liability company (the "Company") pursuant to the Kentucky Limited Liability Company Act (the "Act"), KRS Chapter 275, as follows:

1. **Name**: The name of the Company is Vape City USA, LLC.
2. **Initial Registered Office and Agent**: The street address of the Company's initial registered office is 1304-A Chestnut Street, Murray, KY 42071. The name of its initial registered agent at that office is Fahmi Saleh Kassim.
3. **Initial Principal Office**: The mailing address of the initial principal office of the Company is 1304-A Chestnut Street, Murray, KY 42071.
4. **Statement of Management**: The Company is to be managed by one or more managers, to be exercised in accordance with the Company's operating agreement.
5. **Dissolution**: The Company does not have a specific date of dissolution. The Company shall dissolve as provided in the Act and the Company's operating agreement.
6. **Statement of Limited Liability**: Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the limited liability company shall be personally liable for the debts, obligations, or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, agent or employee of the Company.


IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Organization this 19th day of July, 2021.

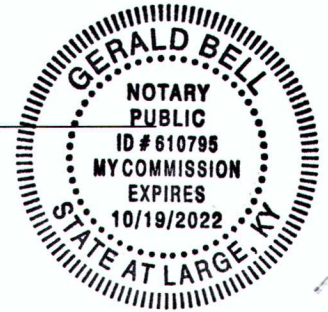


Fahmi Saleh Kassim, Organizer

STATE OF KENTUCKY
COUNTY OF CALLOWAY

The foregoing Articles of Organization of Vape City USA, LLC were acknowledged, subscribed and sworn to before me this 19th day of July, 2021, by Fahmi Saleh Kassim (personally known to me or proved to me on the basis of satisfactory evidence), Organizer on behalf of the company.


NOTARY PUBLIC

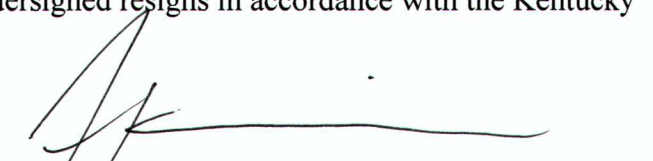


THIS INSTRUMENT PREPARED BY:


GERALD BELL
Attorney at Law
1304-B Chestnut Street
P.O. Box 946
Murray, KY 42071
(270) 753-2121


CONSENT OF REGISTERED AGENT

Pursuant to KRS Chapter 275, the undersigned, as the initial registered agent identified in paragraph 2 of the Articles of Organization of Vape City USA, LLC (the "Company"), hereby consents to serve the Company in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with the Kentucky Limited Liability Company Act.


Fahmi Saleh Kassim

STATE OF KENTUCKY
COUNTY OF CALLOWAY

The foregoing Consent of Registered Agent was acknowledged, subscribed and sworn to before me this 19th day of July, 2021 by Fahmi Saleh Kassim (personally known to me or proved to me on the basis of satisfactory evidence).


NOTARY PUBLIC

