Form 144 Filer Information SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Form 144

**FORM 144** 

NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

### 144: Filer Information

Filer CIK 0001963740
Filer CCC XXXXXXXX
Is this a LIVE or TEST Filing? • LIVE • TEST

Submission Contact Information

Name

Phone

E-Mail Address

### 144: Issuer Information

Name of Issuer
SEC File Number
001-40973
1111 Lincoln Road
Suite 802
Address of Issuer
Miami Beach
FLORIDA
33139
Phone
786-709-9690

Name of Person for Whose Account the Securities are To Be Sold

Todd Magazine

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

Relationship to Issuer Former Officer and Director

## 144: Securities Information

Title of the Class of Securities To Be Sold	Name and Address of the Broker	Number of Shares or Other Units To Be Sold	Aggregate Market Value	Number of Shares or Other Units Outstanding	Date of Sale	SACHIPITIAG
Common Stock, par value \$0.001 per share	Morgan Stanley Smith Barney LLC Executive Services 200 W Civic Center Dr - 4th Floor Sandy UT 84070	76693	326932.00	57592078	09/16/2024	Nasdaq

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

## 144: Securities To Be Sold

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired	Is this a Gift?	Date Donor Acquired	Amount of Securities Acquired	Date of Payment	Nature of Payment *
Common Stock, par value \$0.001 per share		Vesting of Restricted Stock Units - See Remarks	Issuer			76693	08/08/2024 Se	e Remarks

<sup>\*</sup> If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

# 144: Securities Sold During The Past 3 Months

Nothing to Report

# 144: Remarks and Signature

Remarks

The securities were received upon the settlement of vested restricted stock units. Under the applicable plan and award agreement, upon vesting, restricted stock units are settled in shares of Common Stock on a onefor-one basis, without any payment. The sales were completed between 09/16/2024 and 09/18/2024 for the sole purpose of covering the tax liability arising from the vesting of the Reporting Person's restricted stock

Date of Notice

Date of Plan Adoption or

Giving of Instruction. If

Relying on Rule

10b5-1

**ATTENTION:** 

units. 10/25/2024

10/25/2024

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

Signature /s/ Todd Magazine

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)