

Division of Corporations

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
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LIMITED LIABILITY COMPANY

MY BIKINI CLUB, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 28, 2000

JE OYARCE & ASSOCIATES

SUBJECT: MY BIKINI CLUB, L.L.C.
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION FOR
MY BIKINI CLUB, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company is MY BIKINI CLUB, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 199 SW 12th Avenue, Suite 11, Miami, Florida 33130.

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
PURPOSE OF ORGANIZATION**

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by laws.

**ARTICLE V
MANAGEMENT**

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is Jean Tourigny, P.O. Box 0016, Coconut Grove, Florida 33233.

**ARTICLE VI
ADMISSION OF NEW MEMBERS**

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

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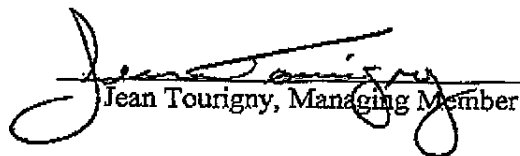
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ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.


Jean Tourigny, Managing Member


Michael E. Fedor, Managing Member

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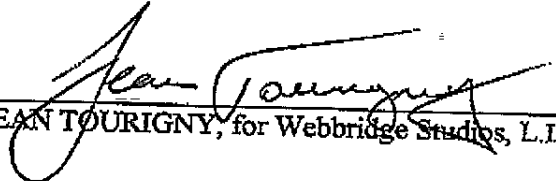
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the Limited Liability Company is MY BIKINI CLUB, L.L.C.
2. The name and address of the Registered Agent and office is:

Jean Tourigny
199 SW 12th Avenue
Suite 11
Miami, Fl 33130-1056

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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 positions as Registered Agent.


JEAN TOURIGNY, for Webbridge Studios, L.L.C.

June 28, 2000
DATE

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TALLAHASSEE, FLORIDA

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