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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : GUNSTER, YOKLEY, VALDES-FAULI & STEWART, P.A.-FT. LA
Account Number : I19990000012
Phone : (954)468-1355
Fax Number : (954)523-1722

LIMITED LIABILITY COMPANY

Rushden Playsafe LLC

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$130.00

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**ARTICLES OF ORGANIZATION
OF
RUSHDEN PLAYSAFE LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is RUSHDEN PLAYSAFE LLC (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A., Broward Financial Centre, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida 33394.

Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is Broward Financial Centre, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, FL 33394, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Unit Certificates

Each Member's interest in the Company shall be evidenced by a membership or unit certificate. The amount of capital which the initial sole Member has committed as its initial capital contribution is Two Hundred and Fifty Dollars (\$250.00), which shall be paid entirely in cash. Additional capital contributions may be received and additional units issued at such times and in

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such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Management

This Company shall initially be managed by a sole manager, whose name and address is James Robins, 6308 La Costa Drive, Boca Raton, Florida 33433. The number of managers may be increased or diminished from time to time by the Members. The manager hereby appointed by the Members shall serve until the first annual meeting of the Members, or until his successor is elected and qualified.

Article IX
Amendment

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

ON JAN 11 PM 2:00
COMMUNICATIONS
SECTION

FAX AUDIT NO.: H00000001614 7

IN WITNESS WHEREOF, the undersigned authorized representative of the initial manager has executed these Articles the 11th day of January, 2000.



CHARLES J. DUFFY, Authorized Representative

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11th day of January, 2000, by CHARLES J. DUFFY, who is personally known to me and who did not take an oath.



Notary Public, State of Florida at Large

My Commission Expires:



00 JAN 11 PM 2:00
GUNSTER YORLEY

FAX AUDIT NO.: H00000001614 7**ACCEPTANCE BY REGISTERED AGENT**

Rushden Playsafe LLC, a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Section 608.407 of the Florida Statutes, with its registered office, as indicated in the Articles of Organization in the City of Fort Lauderdale, County of Broward, State of Florida, has named Valdes-Fauli Corporate Services, located at Broward Financial Centre, 500 East Broward Boulevard, Suite 1400, Fort Lauderdale, Florida, 33394, as its registered agent within the State.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services

By: 

Andrew S. Robins, Vice President

Dated: January 11, 2000

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REGISTRATION
00 JAN 11 PM 2:00

FAX AUDIT NO.: H00000001614 7**AFFIDAVIT**

STATE OF FLORIDA)
): SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, personally appeared CHARLES J. DUFFY, III, ESQ. ("Affiant"), on behalf of the sole member of RUSHDEN PLAYSAFE LLC, a limited liability company, who, deposes and states that:


1. RUSHDEN PLAYSAFE LLC has at least one member.
2. The total initial capital contributions and anticipated capital of the initial member of RUSHDEN PLAYSAFE LLC is Two Hundred Fifty Dollars (\$250.00) in cash.
3. Except for the property stated in No. 2 above, there shall be no cash or property contribution made, or anticipated to be contributed, by the member.

FURTHER AFFIANT SAYETH NAUGHT.



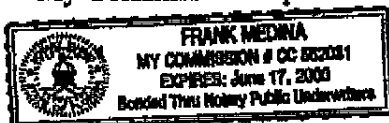
CHARLES J. DUFFY, III, ESQ.
Authorized Representative

The foregoing instrument was acknowledged before me this 11th day of January, 2000, by CHARLES J. DUFFY, III, ESQ., who is personally known to me or has produced _____ as identification.



Notary Public, State of Florida at Large

My Commission Expires:



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