

LAURA E. ARNOFF  
ATTORNEY AT LAW

L01 0000005089

March 15, 2001

VIA AIRBORNE  
AIRBILL NO.: 6033258114

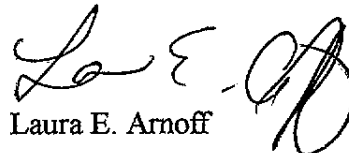
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Sir/Madame:

200003944382--3  
-04/02/01--01164--001  
\*\*\*\*125.00 \*\*\*\*125.00

Enclosed please find Articles of Organization for The Allure Group, LLC and a check in the amount of One Hundred and Fifty-Five Dollars (\$155.00) for the filing fee, registered agent fee and for a certified copy. If you have any questions please do not hesitate to call.

Sincerely yours,

  
Laura E. Arnoff

FILED  
01 MAR 30 PM 5:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L01-5089  
AK



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 21, 2001

LAURA ARNOFF  
120 S. OLIVE AVENUE #502  
WEST PALM BEACH, FL 33401

SUBJECT: THE ALLURE GROUP, LLC  
Ref. Number: W01000006404

We have received your document for THE ALLURE GROUP, LLC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$125.00.

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 001A00017098

FILED  
01 MAR 30 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**FOR**

**THE ALLURE GROUP, LLC**

The undersigned hereby execute and acknowledge the following Articles of Organization for the purpose of forming a limited liability company under the laws of the State of Florida.

**ARTICLE I. NAME OF LLC**

The name of the limited liability company is THE ALLURE GROUP, LLC.

The address of the principal office of this limited liability company shall be Suite 502, 120 South Olive Avenue, West Palm Beach, FL 33401 and the mailing address of the limited liability company shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including, but not limited to, the following:

(a) To own and operate a restaurant, bar, nightclub or other entertainment establishment;

(b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;

(c) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;

(d) To have and exercise all rights and powers that are now or may hereafter be granted to a limited liability company by law.

The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this limited liability company by the laws of the State of Florida.

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01 MAR 30 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE III. REGISTERED AGENT**

The name and street address of the registered agent of the limited liability company shall be Laura E. Arnoff, Esquire, Suite 502, 120 South Olive Avenue, West Palm Beach, FL 33401. The registered agent is an individual resident of the State of Florida.

### **ARTICLE IV. ORGANIZATION**

The limited liability company shall have a single member and organizer. The name and address of the member organizer is:

Laura E. Arnoff, Esquire, Suite 502, 120 South Olive Avenue, West Palm Beach, FL 33401.

### **ARTICLE V. TERM**

This limited liability company is to exist perpetually.

### **ARTICLE VI. FORM OF MANAGEMENT**

The management of THE ALLURE GROUP, LLC. shall be vested pursuant to the Operating Agreement in the member-manager and manager(s), who shall be appointed by the member and who shall have the exclusive right to control and manage THE ALLURE GROUP, LLC. The member may determine to grant exclusive rights to control and manage THE ALLURE GROUP, LLC., without restriction by these Articles of Organization.

### **ARTICLE VII. INDEMNIFICATION**

(a) The company shall indemnify every member and manager, and the member or manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of this limited liability company.

(b) This indemnification is being given because the member and manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.

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CLERK OF DISTRICT COURT  
U.S. DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA  
WEST PALM BEACH, FLORIDA

(c) This indemnification is not exclusive of other rights to which the member or manager(s) may be entitled.

(d) The member and manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

(e) A member or manager shall be liable to the company for the following actions:


(1) Any breach of his or her duty of loyalty to the company, or to its members;

(2) An act or omission that was taken in bad faith and which constitutes a breach of the Manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(3) A transaction in which the manager benefits to the detriment of the company or its members.

(4) An action for which the manager is liable at law and for which an indemnification is not allowed.

The undersigned organizer has executed these Articles of Organization on March 15, 2001.

  
LAURA E. ARNOFF, Director and Member

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01 MAR 30 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

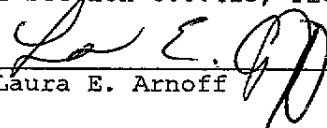
Laura E. Arnoff, an individual residing in this state, having a business office located at Suite 502, 120 South Olive Avenue, West Palm Beach, FL 33401, identical with the registered office of the limited liability company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Organization of:

**THE ALLURE GROUP, LLC.**

Laura E. Arnoff is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes.

Date: March 15, 2001

BY:

  
\_\_\_\_\_  
Laura E. Arnoff

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01 MAR 30 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA