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LIMITED LIABILITY COMPANY

WALDORF RESTAURANT & BAR, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION
OF
WALDORF RESTAURANT & BAR, LLC

ARTICLE I - NAME

The name of the Limited Liability Company is: WALDORF RESTAURANT & BAR, LLC
(the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is: 100 S.E 2nd
Street, Suite 3950, Miami, Florida 33131.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - MANAGEMENT

The Company will be a manager-managed Company.

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Company is September 26, 2001.

IN WITNESS WHEREOF, the undersigned representative of the Members has executed these
Articles of Organization this September 26, 2001.

Norman S. Weider, Esq.

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Preparer:

Norman S. Weider, Esq.
100 S.E. 2d Street, #3950
Miami, FL 33131

Phone: (305) 371-6338 - Florida Bar No. 150388

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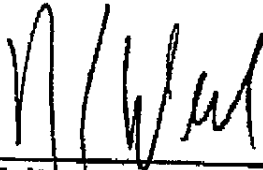
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: **WALDORF RESTAURANT & BAR, LLC.**
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3950
Miami, Florida 33131

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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



NORMAN S. WEIDER, ESQ.

DATE: September 26, 2001

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