

LAURA ANTHONY
ATTORNEY AT LAW
LO1000018876

October 29, 2001

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Star Quest Holdings, LLC
Club Star, LLC
Star of Clematis, LLC

600004658966--3
-10/30/01--01045--001
****125.00 ****125.00

Sir/Madame:

Enclosed please find three checks in the amount of One Hundred and Twenty Five Dollars (\$125.00) each payable to the Florida Department of State together with an original and one copy each of the Articles of Organization for the formation of Star Quest Holdings, LLC, Club Star, LLC and Star of Clematis, LLC.

Very truly yours,

LE Anthony
Laura E. Anthony, Esq.

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

LO1-18876
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ARTICLES OF ORGANIZATION

FOR

STAR QUEST HOLDINGS, 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 STAR QUEST HOLDINGS, LLC.

The address of the principal office of this limited liability company shall be Suite 208, 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 an entertainment facility;
- (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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ARTICLE III. REGISTERED AGENT

The name and street address of the registered agent of the limited liability company shall be Laura E. Anthony, Esquire, Suite 208, 120 South Olive Avenue, West Palm Beach, FL 33401. The registered agent is an individual resident of the State of Florida.

ARTICLE IV. MEMBERSHIP INTERESTS

The limited liability company shall have two classes of membership interests. The limited liability company shall issue certificates evidencing membership interests. The classes shall be designated as Series A and Series B. The limited liability company shall be authorized to issue 100 Series A membership units. Series A membership units shall be non-managing and such Series A members shall not be managing members. Series A members may only vote on those matters specifically set forth in the operating agreement.

The limited liability company shall be authorized to issue 250 Series B membership units. Series B membership unit holders shall be managing members and shall be entitled to vote on all matters as set forth in the operating agreement.

Transfer or assignment of membership interests is strictly limited and/or prohibited as set forth in the operating agreement.

ARTICLE V. ORGANIZATION

The limited liability company is being organized by its authorized representative, and Series B member as follows:

Laura E. Anthony, Esquire, Suite 208, 120 South Olive Avenue, West Palm Beach, FL 33401.

The name and address of the second series B member is:

Joseph C. Visconti, Suite 208, 120 South Olive Avenue, West Palm Beach, FL 33401.

ARTICLE VI. TERM

This limited liability company is to exist perpetually.

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ARTICLE VII. FORM OF MANAGEMENT

The management of STAR QUEST HOLDINGS, LLC. shall be vested pursuant to the Operating Agreement in the Series B members which shall be member-managers, and who shall be appointed by the Series B members and who shall have the exclusive right to control and manage STAR QUEST HOLDINGS, LLC. The Series B members may determine to grant exclusive rights to control and manage STAR QUEST HOLDINGS, LLC., without restriction by these Articles of Organization.

ARTICLE VIII. 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 member or 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 member or manager may be made a party by reason of having been a member or 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.

(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;

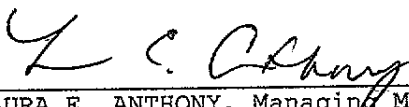
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(2) An act or omission that was taken in bad faith and which constitutes a breach of the manager's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;

(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 October 29, 2001.


LAURA E. ANTHONY, Managing Member

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

Laura E. Anthony, an individual residing in this state, having a business office located at Suite 208, 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:

STAR QUEST HOLDINGS, LLC.

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

Date: October 29, 2001

BY:


Laura E. Anthony

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