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LIMITED LIABILITY COMPANY

The Nex-Level Restaurant & Lounge, LLC

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ARTICLES OF ORGANIZATION

OF

THE NEX-LEVEL RESTAURANT & LOUNGE, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is THE NEX-LEVEL RESTAURANT & LOUNGE, LLC (hereinafter referred to as the "Company"). The duration of the Company shall be perpetual.

ARTICLE II

Principal Office

The address of the principal office of the Company is 714 North Thornton Avenue, Suite 9, Orlando, Florida 32803, or such other place as the Member(s) may determine from time to time. The mailing address shall be the same as the principal office address.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 714 North Thornton Avenue, Suite 9, Orlando, Florida 32803, County of Orange. The name of the registered agent at such address is Tinh T. Tran.

ARTICLE IV

Company Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Company are to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (the "Act").

2. In furtherance of its corporate purposes, the Company shall have all of the general and specific powers and rights granted to and conferred on a limited liability company by the Act.

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ARTICLE V

Management

The Company shall be managed by Members.

ARTICLE VI

Amendment

The Members shall have the right to amend, alter, change or repeal any provision contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon the Members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization at Orlando, Florida on this 6 day of Nov, 2001.


Tinh T. Tran, Authorized Representative

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REGISTERED AGENT CERTIFICATE

Pursuant to the Florida Limited Liability Company Act, the following is submitted, in compliance with the statute:

That THE NEX-LEVEL RESTAURANT & LOUNGE, LLC, desiring to organize under the laws of the State of Florida, and to establish a registered office as indicated in the Articles of Organization, has named Tinh T. Tran, located at 714 North Thornton Avenue, Suite 9, Orlando, Florida 32803, County of Orange, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Company at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of the statute relative in keeping open the office, and further states that he is familiar with Section 608.415, Florida Statutes.

DATED: 11/06, 2001


Tinh T. Tran

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