

L01000021651
A. David Fuster
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December 9, 2001
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****160.00 ****160.00

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
(850) 245-6051

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Re: Registration of Articles of Organization for
Madame's, LLC

Dear Sir or Madam:

I transmit herewith the Articles of Organization for Madame's, LLC, a Florida limited liability company. I have also enclosed a Statement Designating Registered Agent and Office, which has been executed by the initial agent. I have enclosed a check made payable to the Florida Department of State for the amount of \$160, which is the sum for the following:

\$100.00 -- Filing Fee for Articles of Organization
\$ 25.00 -- Designation of Registered Agent
\$ 30.00 -- Certified Copy
\$ 5.00 -- Certificate of Status

\$160.00

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01 DEC 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please send future correspondence to me at the address listed above. You may also call me at the number listed above if you have any questions or require additional information.

Sincerely,

L01-21651
A. David Fuster
A. David Fuster

ARTICLES OF ORGANIZATION OF
MADAME'S, LLC,
A LIMITED LIABILITY COMPANY

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the charter and authority for the conduct of business of the limited liability company.

Where reference is made to the "operating agreement," such term is to mean the operating agreement of the limited liability company, as may be amended from time to time.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be "Madame's, LLC," and its principal office shall be located at c/o Jason Sliman, 100 Lincoln Road, #1127, in the City of Miami, County of Miami-Dade, State of Florida; however, the limited liability company shall have the power and authority to establish branch offices at any other place or places as the managers may designate. *The mailing address is the same as principal address.*

ARTICLE II
PURPOSES AND POWERS

In addition to the purposes and powers authorized by the laws of the State of Florida for limited liability companies and the purposes and powers appropriate for the general nature of the business or businesses to be transacted, which is a restaurant, entertainment and service business or businesses, the limited liability company shall have the following purposes and powers:

1. To Purchase, own and manage an eating, drinking and cabaret entertainment establishment, or such other business as it may designate, and to engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business.

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3. To have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

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ARTICLE III
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the managers of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the managers of the limited liability company.

ARTICLE IV
MANAGEMENT

This limited liability company shall be a manger-managed limited liability company, and shall be managed by two managers. The names and addresses of the persons, who shall serve until such time as provided in the Operating Agreement, for the limited liability company are as follows: Jason Sliman, residing at 100 Lincoln Road, #1127, Miami Beach, Florida 33139, and Rubin Perez, residing at 1865 79th Street Causeway, Apt. 7C, North Bay Village, Florida 33141.

ARTICLE V
MEMBERSHIP RESTRICTIONS

There shall be two members of the limited liability company. Members shall have the right to admit new members by unanimous consent of the Managers. Contributions required of new members shall be determined as of the time of admission to the limited liability company. New members shall be admitted only upon unanimous written consent of the managers.

A member's interest in the limited liability company may not be sold, assigned or otherwise transferred except with unanimous written consent of the managers.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the managers.

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TALLAHASSEE, FLORIDA

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount specified in the operating agreement shall be deposited with the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE VII
PROFITS AND LOSSES

Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified in the Operating Agreement of the limited liability company. The distributive share of the profits shall be determined and paid to the members on the day or days set forth in the Operating Agreement of the limited liability company.

Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the shares set forth in Operating Agreement of the limited liability company.

ARTICLE VIII
DURATION

The limited liability company shall exist until dissolved in a manner provided by law or as provided in the regulations adopted by unanimous consent of the members.

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TALLAHASSEE, FLORIDA

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 100 Lincoln Road, #1127, Miami Beach, Florida 33139, which is located in the County of Miami-Dade, State of Florida, and the name of the limited liability company's initial registered agent at that address is Jason Sliman. Pursuant to §608.407(i)(c) of the Florida Statutes, attached to these Articles is a written statement by the registered agent to the effect that the registered agent is familiar with, and accepts, the obligations of registered agent for the limited liability company.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Madame's, LLC.

Executed by the undersigned at the county of Miami-Dade on December __, 2001.

[SIGNATURE PAGE TO FOLLOW]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jason Sliman
Jason Sliman

12/3/01
Date

Ruben Perez
Ruben Perez

12/3/01
Date

The foregoing instrument was acknowledged before me this 3 day of December, 2001 by Jason Sliman, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: Jauregui
Print Name: Julie Jauregui

(Notarial Stamp or Seal)



Julie Jauregui
Commission # CC 968186
Expires Sep. 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

The foregoing instrument was acknowledged before me this 3 day of December, 2001 by Ruben Perez, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: Jauregui
Print Name: Julie Jauregui

(Notarial Stamp or Seal)



Julie Jauregui
Commission # CC 968186
Expires Sep. 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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01 DEC 10
SECRETARY
TALLAHASSEE, FLA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

State of Florida

ss

County of Miami-Dade

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the limited liability company is Madame's, LLC.
2. The name of the registered agent for Madame's, LLC is Jason Sliman and the street address of the company's principal office where the agent is located is 100 Lincoln Road, #1127, Miami Beach, Florida 33139.
3. This statement is to acknowledge that, as indicated above, Madame's, LLC has appointed me, Jason Sliman, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated December 3, 2001.

REGISTERED AGENT

Jason Sliman

Jason Sliman, Registered Agent

The foregoing instrument was acknowledged before me this 3 day of December, 2001 by Ruben Perez, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: Julie Jauregui

Print Name: Julie Jauregui

(Notarial Stamp or Seal)



Julie Jauregui
Commission # CC 968186
Expires Sep. 19, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA