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June 24, 2002

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

Via Overnight Mail

Ladies and Gentlemen:

Enclosed please find the Articles of Organization for Toulouse Street The Nightclub LLC, a Limited Liability Company, a copy of said Articles, and a check in the amount of \$125.00 representing your filing fee. Thank you for your assistance with this matter. If you have any questions, feel free to call me.

FILED
02 JUN 26 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



Charles C. Lehman

| Name | Availability |
|-------------------|--------------|
| Document Examiner | DCC |
| Updater | DCC |
| Updater Verifier | DCC |
| Acknowledgement | DCC |
| W. P. Verifier | DCC |

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**ARTICLES OF ORGANIZATION
FOR
TOULOUSE STREET THE NIGHTCLUB, LLC
A LIMITED LIABILITY COMPANY**

ARTICLE I

The Name of the Limited Liability Company is:

TOULOUSE STREET THE NIGHTCLUB, LLC

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company is:

**1081 Wilson Boulevard
Naples, Florida 34120**

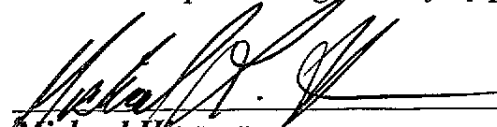
ARTICLE III

The name and the Florida street address of the registered agent are:

**Michael Hinman
1081 Wilson Boulevard
Naples, Florida 34120**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

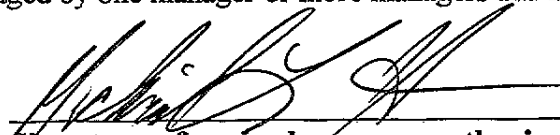


Michael Hinman

ARTICLE IV

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

Dated: 6/24/02



**Signature of a member or an authorized representative of
a member: Michael Hinman**

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)