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P. 1

Division of Corporations

Page of 2

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MIDNIGHT CRUISES, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
MIDNIGHT CRUSES, L.L.C.

THE UNDERSIGNED, herewith files these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, privileges, rights and immunities of a limited liability company.

ARTICLE I

The name of the limited liability company shall be:

MIDNIGHT CRUSES, L.L.C.

ARTICLE II

The initial mailing address and the street address of the principal office of the limited liability company is at:

6557 N.W. 32nd Terrace
Boca Raton, FL 3349

ARTICLE III

The company shall commence its existence on the date these Articles of Organization are filed with the Secretary of State. The company shall have perpetual duration.

ARTICLE IV

The limited liability company is to be managed by two (2) managers and the names and address of such managers who are to serve as managers are:

Don Teitel
4901 No. Dixie Highway
Boca Raton, FL 33431

Michael Zhevtlin
6557 N.W. 32nd Terrace
Boca Raton, FL 3349

ARTICLE V

The initial member may allow additional members to be admitted to the company upon the terms and conditions set forth in the Operating Agreement executed by the sole member.

ARTICLE VI

The name of the initial registered agent of the limited liability company is:
Jonathan P. Kross

The street address of the initial registered agent's office is:
2461 West Hillsboro Blvd.
Deerfield Beach, FL 33442

ARTICLE VII

Where not inconsistent with the laws of Florida and specifically with Chapter 608, Florida Statutes, the written Operating Agreement among the members of the company shall control.

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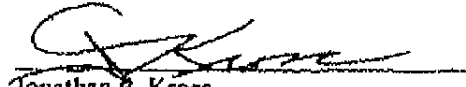
P. 3

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ARTICLE VIII

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by and signed by all members.

IN WITNESS WHEREOF, the undersigned representative of a member has executed these Articles of Organization on this 13th day of November, 2002.


Jonathan P. Kross,
Authorized Representative of a Member

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TALLAHASSEE, FLORIDA

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**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT IN
THE SATE OF FLORIDA.

- 1 The name of the limited liability company is: MIDNIGHT CRUSES, L.L.C.
- 2 The name and the Florida street address of the registered agent are:

Jonathan P. Kross, Esq.
2461 West Hillsboro Blvd.
Deerfield Beach, FL 33442

That Name of corporation, desiring to organize under the laws of the State of Florida,
with its principal office as indicated in the Articles of Organization, and with Name of agent as
registered agent to accept service of process within this State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT:

Having been named 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 said 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.


Jonathan P. Kross, Registered Agent

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