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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
Account Number : 110480000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

LIMITED LIABILITY COMPANY

CLASSIC SEVEN-ELEVEN, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION
FOR
CLASSIC SEVEN-ELEVEN, LLC**

ARTICLE I - NAME:

The name of this Limited Liability Company ("Company") shall be:

CLASSIC SEVEN-ELEVEN, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:
c/o M & E HOLDINGS, LLC, 425 East 61st Street, New York, New York 10021.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV - MANAGEMENT

The Company is to be managed by the members; the name(s) and address of the initial member(s) is:

M & E Holdings, LLC, a Delaware limited liability company
425 East 61st Street
New York, New York 10021

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall

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be: determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.


Signature of a member or an authorized representative of a member

(In accordance with section 605.408(3), Florida Statute, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JACOB SOPHER
Typed or printed name of signer

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SECRETARY
TALLAHASSEE, FLA.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **CLASSIC SEVEN-ELEVEN, LLC**
2. The name and the Florida street address of the registered agent are:

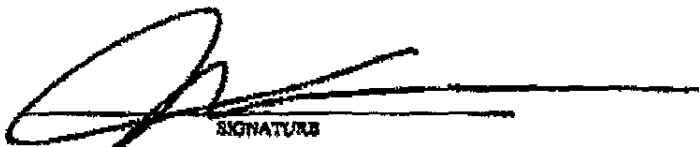
JACOB SOPHER

NAME

Florida street address (P.O. BOX NOT ACCEPTABLE)

**1100 Biscayne Blvd., 7th Floor
Miami, FL 33132
Facsimile: 305-604-1722**

Having been named as registered agent 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.


SIGNATURE

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