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LIMITED LIABILITY COMPANY

PLEASURE EMPORIUM, LLC

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**ARTICLES OF ORGANIZATION
OF
PLEASURE EMPORIUM, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **PLEASURE EMPORIUM, LLC**, ("Company"). The principal place of business and mailing address of the Company shall be 13790 NW 4TH Street, Suite 113, Sunrise, FL 33325.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES OF POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all of the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is LEONARD E. ZEDECK, ESQ. 13790 NW 4TH Street, Suite 113, Sunrise, FL 33325.

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members.

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ARTICLE VI - ADDITION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the company and upon such terms and conditions as shall be determined by all of the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

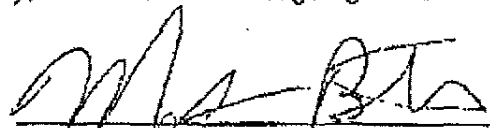
ARTICLE VII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there are at least two remaining members.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Broward County, Florida for the foregoing uses and purposes this 4th day of February, 2005



MICHAEL BILOTTI
AUTHORIZED REPRESENTATIVE
OF A MEMBER

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me personally appeared MICHAEL BILOTTI who executed the foregoing, to me well known to be the authorized representative of PLEASURE EMPORIUM, LLC and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to the law that they made the same for the uses and purposed mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of February, 2005.



Veronica Ahsen
MY COMMISSION # 00166640 EXPIRES
November 19, 2006
BRUNED TRUST COMPANY, INC.

Veronica Ahsen

Notary Public, State of Florida
My Commission Expires:
Commission Number:

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned being the person named in the Articles of Organization of PLEASURE EMPORIUM, LLC, as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

By: _____


LEONARD E. ZEDECK
REGISTERED AGENT

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