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Division of Corporations

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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 : HUNT, COOK, RIGGS, MEHR & MILLER, P.A.  
Account Number : 120010000038  
Phone : (561) 997-9223  
Fax Number : (561) 997-6224

LIMITED LIABILITY COMPANY

CAPRI NIGHTLIFE, LLC

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DIVISION OF CORPORATION

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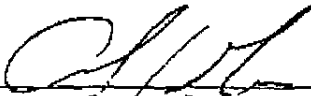
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**ARTICLES OF ORGANIZATION  
OF  
CAPRI NIGHTLIFE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608,407, hereby make, acknowledge, and file the following Articles of Organization for **CAPRI NIGHTLIFE, LLC**

1. The name of the Limited Liability Company shall be **CAPRI NIGHTLIFE, LLC**. (the "Company").
2. The mailing address and the street address of the principal office of the Company shall be 515 E. Las Olas Blvd., Suite 1050, Fort Lauderdale, FL 33301.
3. The name and street address of the initial registered agent of the Company for service of process in the State of Florida is: HCRM Corp., 2200 NW Corporate Boulevard, Suite 401, Boca Raton, Florida 33431.
4. The Company shall be a manager-managed Company.
5. The purpose of the Company is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.
6. The effective date of the Company's existence pursuant to Florida Statutes shall be April 20, 2005, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on April 20, 2005.

  
Signature of a member or an authorized  
Representative of a member

Print Name: Andrew M. Gross, authorized representative

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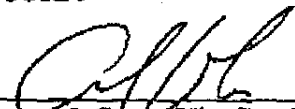
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**ACCEPTANCE OF REGISTERED AGENT**

HCRM CORP. hereby accepts the above appointment as registered agent of CAPRI NIGHTLIFE, LLC and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By:   
Andrew M. Gross, Vice President

File: 00190447 .

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