

LO5000042351

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04/25/05--01069--009 \*\*155.00

**THE WEISSER REALTY GROUP, INC.**

MICHAEL H. WEISSER, President  
KIM RIEDY, Comptroller  
DARIA WEISSER, Chairman  
JUSTIN P. WEISSER, Sr. Vice President

801 N.E. 167<sup>th</sup> Street, 2<sup>nd</sup> Floor  
North Miami Beach, FL 33162  
Phone: (305) 690-9110  
Fax: (305) 690-9550

FILED IN THE STATE OF FLORIDA

April 22, 2005

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

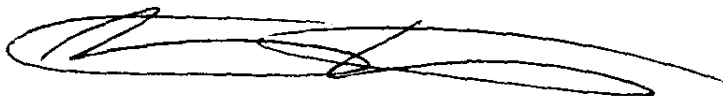
RE: DW'S South Beach Lounge, LLC

Gentlemen:

Due to a scriviner's error, we inadvertently formed the corporation, DW South Beach Lounge, Inc. This should have been formed as an LLC. We would request that you cancel the corporate charter for DW South Beach Lounge, Inc.

We have enclosed herein the Articles of Organization for DW South Beach Lounge, LLC together with our check in the amount of \$155.00 for the filing of same and one certified copy.

Very truly yours,



MICHAEL H. WEISSER

MHW:kr  
Enclosures

VIA FEDERAL EXPRESS

**ARTICLES OF ORGANIZATION  
OF  
DW SOUTH BEACH LOUNGE, LLC**

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

**ARTICLE I - NAME**

The name of the limited liability company shall be DW SOUTH BEACH LOUNGE, LLC, ("Company").

**ARTICLE II - ADDRESS**

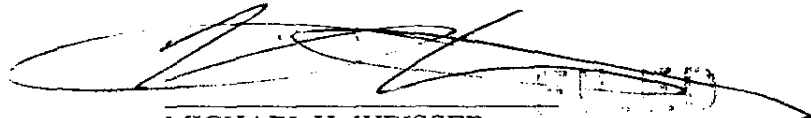
The mailing address of the company is 801 N.E. 167<sup>th</sup> Street, 2<sup>nd</sup> Floor, North Miami Beach, FL 33162.

The street address of the principal office of the company is 801 N.E. 167<sup>th</sup>, 2<sup>nd</sup> Floor, North Miami Beach, FL 33162.

**ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE**

The name and street address of the registered agent of the company in the state of Florida are Michael H. Weisser, 801 N.E. 167<sup>th</sup> Street, 2<sup>nd</sup> Floor, North Miami Beach, FL 33162.

*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 obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
MICHAEL H. WEISSER

ARTICLE IV - MANAGEMENT

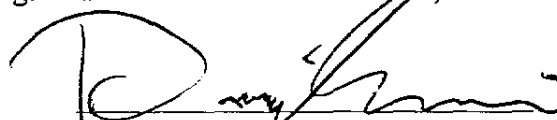
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The company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - PURPOSE

The purpose of the company shall be to operate a bar and lounge.

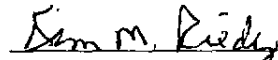
IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at North Miami Beach, Florida on April 22, 2005.

  
DAVID WEISSER

(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.)

STATE OF FLORIDA  
COUNTY OF DADE

Sworn to and subscribed before me this 22<sup>nd</sup> day of April, 2005, by David Weiss, who is personally known to me.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



Kim M. Riedy  
MY COMMISSION # DD053379 EXPIRES  
December 19, 2005  
AFFIDAVIT THROUGH FAIR INSURANCE, INC.