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LIMITED LIABILITY COMPANY

the gashouse gang, llc

gm

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ARTICLES OF ORGANIZATION
OF
THE GASHOUSE GANG, LLC

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I
COMPANY NAME

The name of this Limited Liability Company is THE GASHOUSE GANG, LLC.
(the "Company").

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to these Articles of Organization or Company's Operating Agreement.

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ARTICLE III
PURPOSE

This Company is organized to conduct any and all lawful business and shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE IV
STREET ADDRESS AND MAILING ADDRESS

The street address of the principal office of the Company is:

1000 Universal Studios Plaza
Bldg. 22A, Suite 232
Orlando, Florida 32819

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The mailing address of the principal office of the Company is:

P.O. Box 170
Dunedin, FL 34697

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent and the street address of the initial registered office of the Company is:

Michael A. Quill
1000 Universal Studios Plaza
Bldg. 22A, Suite 232
Orlando, Florida 32819

ARTICLE VI
MANAGEMENT

The Company shall be a manager-managed company, and the name and address of the initial manager, who shall also be a member of the Company, is:

Michael A. Quill
1000 Universal Studios Plaza
Bldg. 22A, Suite 232
Orlando, Florida 32819

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted from time to time as specified in the Company's Operating Agreement. Any new member shall be required to comply with these Articles of Organization, the Operating Agreement, the Act and such other documents, rules, regulations or guidelines as the manager(s) may from time to time determine in their sole discretion.

ARTICLE IX
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company subject to and in

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accordance with these Articles of Organization, the Operating Agreement, the Act and such other documents, rules, regulations or guidelines as the manager(s) may from time to time determine in their sole discretion.

ARTICLE X
AMENDMENT TO ARTICLES OF ORGANIZATION

Company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization, or any amendment thereto.

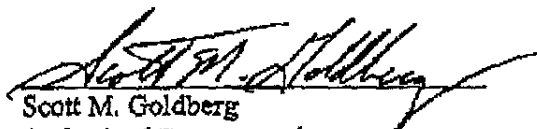
ARTICLE XI
TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof unless otherwise provided in the Operating Agreement.

ARTICLE XII
DISSOLUTION

The Company may be dissolved only in accordance with the Act or the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned being the authorized representative of the initial manager of the Company hereby executes these Articles of Organization on this the 21 day of July, 2005.


Scott M. Goldberg
Authorized Representative

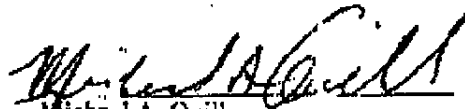
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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THESE ARTICLES OF ORGANIZATION, 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 AS PROVIDED FOR IN CHAPTER 608, F.S.

DATED this the 21 day of July, 2005.


Michael A. Quill
Registered Agent
For THE GASHOUSE GANG, LLC

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