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Florida Department of State  
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TALLAHASSEE, FLORIDA

L07/27/05

**LIMITED LIABILITY COMPANY**

**park avenue saloon, l.l.c.**

Certificate of Status	0
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7/25/05

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**Articles of Organization**

**Of**

**Park Avenue Saloon, L. L. C.**

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

**Article 1-Name**

The name of the limited liability company shall be Park Avenue Saloon, L.L.C., ("Company").

**Article 2-Address**

The principal place of business of the Company in Florida shall be 2485 S. Park Ave. Sanford, Fl. 32771, and the mailing address shall be the same.

**Article 3-Effective Date**

These Articles of Organization shall be effective July 25, 2005 upon approval of the Secretary of State, State of Florida.

**Article 4-Duration**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**Article 5-Purposes and Powers**

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

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### Article 6-Registered Office and Registered Agent

The initial address of registered office of this Company and the name and address of the registered agent of this Company is as follows:

Elie Ferley  
2485 S. Park Ave.  
Sanford, Florida 32771

Having been named as registered agent and to accept service of process for the above stated limited liability company at the 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 as provided for in chapter 608, F. S.

  
Elie Ferley, Registered Agent

### Article 7-Management

The Managers of the Company shall be:

Operating Manager/Secretary/: Elie Ferley  
Manager: Anthony A. Fouladgar

Whose addresses shall be the same as the address of the Company.

### Article 8-Admission of New Members

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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**Article 9-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 Company is continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

**Article 10-Members**

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) 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. The name and address of the member(s) of the Company are:

In witness whereof, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Cordero CPA PA 1310 N. Main Street, Kissimmee, Florida 34744 for the foregoing uses and purposes, this July 25, 2005.

( 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)

Authorized Representative of the Members

  
Elie Ferley

Date: July 25, 2005

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