

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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FILED 8:00 AM
August 10, 2005
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Article I

The name of the Limited Liability Company is:
PENTHOUSE RESORTS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
7334 REGINA ROYALE BLVD
SUITE 74, MARA VILLA, PRESTANCIA
SARASOTA, FL. US 34238

The mailing address of the Limited Liability Company is:
11 QUAIL RUN
BRICK, NJ. US 08723

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
CHARLES E WINES
11 QUAIL RUN
BRICK, FL. 08723

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 the obligations of my position as registered agent.

Registered Agent Signature: CHARLES E. WINES

Article V

The name and address of managing members/managers are:

Title: MGR
CHARLES E WINES
11 QUAIL RUN
BRICK, NJ. 08723 US

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Signature of member or an authorized representative of a member

Signature: CHARLES E. WINES