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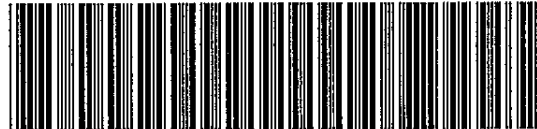
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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. PARADISE ARCADE CENTER, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☒ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

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**ARTICLES OF ORGANIZATION  
OF  
PARADISE ARCADE CENTER, LLC**

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*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 ONE – NAME**

*The name of the limited liability company shall be : **PARADISE ARCADE CENTER LLC.** ("company").*

**ARTICLE TWO – ADDRESS**

*The principal place of business of the Company in Florida shall be: 260 CRANDON BLVD SUITE 32-410 KEY BISCAYNE FL, 33149 and the mailing address shall be the same.*

**ARTICLE THREE- EFFECTIVE DATE**

*The Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.*

**ARTICLE FOUR- DURATION**

*The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of the State of Florida, and shall perpetual.*

#### **ARTICLE FIVE- PURPOSES AND POWERS**

*The Limited Liability Company is formed to engage in any lawful act or activity under the laws of the State of Florida.*

#### **ARTICLE SIX- INITIAL REGISTERED AGENT & STREET ADDRESS**

*The name and Florida Street address of the initial Registered Agent is:*

**EDUARDO PASSO : 81 N.E 21<sup>ST</sup> STREET**  
**MIAMI FL, 33137**

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#### **ARTICLE SEVEN- MANAGEMENT**

*The Managers of the Company shall be:*

**Operating Manager: EDUARDO PASSO**

**Secretary : DANIELA SCOFIELD FONTES PASSO**

#### **ARTICLE EIGHT- ADMISSION OF NEW MEMBERS**

*No additional members (s) shall be admitted to the Company except by the majority interest of the member (s) of the Company. 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 unless all the other member (s) of the company other than the memner proposing to dispose of his or her interest approve of the proposed transfer by written consent.*

## ARTICLE NINE- 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 continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provide there are at least one remaining member.*

## ARTICLE TEN- 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 regulation 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 members of the company are:*

MEMBERS	PERCENTAGE	CONSIDERATION
MEMBERSHIP INTEREST		
EDUARDO PASSO 81 N.E 21 <sup>ST</sup> STREET MIAMI FL, 33137	90%	22,500
DANIELA SCOFIELD FONTES PASSO 81 N.E 21 <sup>ST</sup> STREET MIAMI FL, 33137	10%	2,500

*Hereby Accepts such offers, upon delivery in full to this company of such consideration, and the managers are hereby authorized, empowered and directed to issue and deliver to each member and appropriate membership certificate reflecting the interest so purchased.*

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Dated as of this 29<sup>th</sup> day of August, 2005.

MEMBER:



MEMBER:


Daniel S. Gopel James

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION.**

**EDUARDO PASSO.,** Having a business office identical with the registered office of the company name above, and having been designated as the Resident Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent.

**EDUARDO PASSO**

By:   
**EDUARDO PASSO**

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