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LIMITED LIABILITY COMPANY

PrivateDining.com, LLC

Certificate of Status	0
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## ARTICLES OF ORGANIZATION

OF

### **PrivateDining.com, 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 - NAME

The name of this limited liability company is PrivateDining.com, LLC ("Company").

#### ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

#### ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of dining services and any and all lawful business.

#### ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

#### ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The address of the place of business of the Company is 2103 Anderson Place, Orlando, FL 32803 and the name and address of the initial registered agent of the Company is Rebecca Darmoc, 2103 Anderson Place, Orlando, Florida 32803.

#### ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

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#### ARTICLE VII - MEMBERS OF THE COMPANY

Members may be admitted from time to time upon the unanimous written consent of all members of the Company. The terms and conditions of such admissions shall be adopted by unanimous written consent of all the members of this Company.

#### ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

#### ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Rebecca Darmoc and/or Jennifer Olsen, who shall serve as the Managing Member until and unless otherwise determined by the members of the Company at any meeting of the members or until its successor is elected and qualified to act in such capacity. Rebecca Darmoc or Jennifer Olsen shall be the successor Managing Member to Rebecca Darmoc in the event either of them resigns as Manager, or dies.

#### ARTICLE X - REGULATIONS

The Member(s) may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

#### ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

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ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his, her or its membership interest or any portion thereof without the prior written consent of the Managing Member of the Company unless otherwise provided by separate agreement.

ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization effective as of Sept. 23, 2005.

Rebecca Darmoc  
Rebecca Darmoc

Jennifer Olsen  
Jennifer Olsen

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 23rd day of September, 2005, by Rebecca Darmoc, who is personally known to me or who produced as identification.



Maurice Shams  
MY COMMISSION # DD221A56 EXPIRES  
October 10, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]  
Notary Public, State of Florida  
My Commission Expires:

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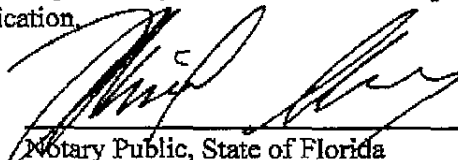
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STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 23<sup>rd</sup> day of September, 2005, by Jennifer Olsen, who is personally known to me or who produced \_\_\_\_\_ as identification.



Maurice Shams  
MY COMMISSION # DD221856 EXPIRES  
October 10, 2007  
BONDED THRU TROY FARM INSURANCE, INC.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**  
**FOR**  
**PrivateDining.com, LLC**  
**A Florida Limited Liability Company**

Having been named as registered agent for PrivateDining.com, LLC, a Florida limited liability company (the "Company"), in the foregoing Articles of Organization, I, on behalf of the Company, hereby agree to accept service of process for said Company and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: Rebecca Darmoc  
Rebecca Darmoc

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