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2005 SEP 13 P 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NITE LIFE INVESTMENTS, LLC

Two South Biscayne Boulevard
One Biscayne Tower, Suite 1570
Miami, Florida 33131

September 12, 2005

Department of State
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

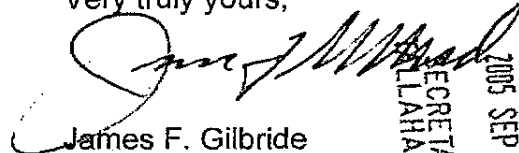
Re: Nite Life Investments, LLC

Dear Sir or Madame:

Enclosed please find the Articles of Organization for Nite Life Investments, LLC, accompanied by a copy. I have also attached a check for \$130.00, representing the filing fee, registered agent designation, and one certificate of status.

Thank you for your attention to these matters. Please do not hesitate to contact me if you have any comments, questions or concerns.

Very truly yours,


James F. Gilbride

Encl.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
NITE LIFE INVESTMENTS, LLC**

ARTICLE I

NAME: The name of this limited liability company is:

NITE LIFE INVESTMENTS, LLC

ARTICLE II

PURPOSE: This limited liability company is organized for the purpose of transacting any and all lawful business. The duration of the existence shall be perpetual.

ARTICLE III

MANAGEMENT: The limited liability company is to be managed by one or more managers and is therefore, a manager-managed company. The name and address of such manager who is to serve as initial manager is:

James F. Gilbride
Two South Biscayne Boulevard
One Biscayne Tower, Suite 1570
Miami, Florida 33131

ARTICLE IV

ADMISSION OF ADDITIONAL MEMBERS: Additional members may be admitted only upon the unanimous vote of the existing members.

ARTICLE V

PRINCIPAL OFFICE: The principal office address and the mailing address of the limited liability company are:

Two South Biscayne Boulevard
One Biscayne Tower, Suite 1570
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

ARTICLE VI

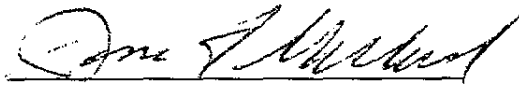
INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent and the street address of the initial registered office of the limited liability company are:

James F. Gilbride
Two South Biscayne Boulevard
One Biscayne Tower, Suite 1570
Miami, Florida 33131

ARTICLE VII

EFFECTIVE DATE: The effective date for this limited liability company shall be September 12, 2005.

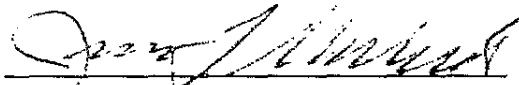
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 12th day of September, 2005.



James F. Gilbride
Initial Manager and Authorized
Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby consents to accept service of process for NITE LIFE INVESTMENTS, LLC at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties and is familiar with and accepts the obligations of the position as Registered Agent.



James F. Gilbride
Registered Agent

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