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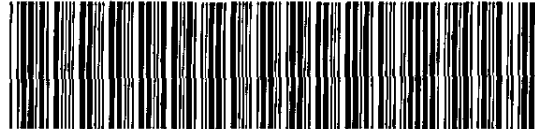
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 729001 5030952

AUTHORIZATION :

COST LIMIT : \$ 125.00

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ORDER DATE : November 29, 2005

ORDER TIME : 5:24 PM

ORDER NO. : 729001-005

CUSTOMER NO: 5030952

DOMESTIC FILING

NAME: NIGHTLIFE PROMOTER, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jamela Fordyce - EXT. 2936

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION

FOR

NIGHTLIFE PROMOTER, LLC

I.

NAME

The name of the limited liability company (the "Company") is

NIGHTLIFE PROMOTER, LLC.

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Operating Agreement.

III.

BUSINESS ADDRESS

The mailing address and principal place of business of the Company is
Sunset Drive, Suite 124A, Miami, Florida 33143.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Gary S. Phillips, Esquire, Phillips, Elsinger & Brown, P.A. 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021.

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V.

ADDITIONAL MEMBERS

The Company shall initially have one (1) Member. No additional Members shall be added except by consent of the owners of a majority of the Membership Interests in the Company.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be as set forth in the Operating Agreement of the Company.

VII.

MANAGEMENT

Subject to the right(s) of the Members to elect a Manager or Managers as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the Member whose name and address is:

Robert Brandt, Jr.
Nightlife Promoter, LLC.
5701 Sunset Drive
Suite 124A
Miami, Florida 33143

VIII.

SUBSCRIBER

The name and address of the person executing these Articles of Organization as a representative of a Member of the Company is Gary S. Phillips, Phillips, Eisinger & Brown, P.A., 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021. The Subscriber shall not be liable, in any form or fashion, for any acts or omissions of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 29th day of November, 2005.


GARY S. PHILLIPS

STATE OF FLORIDA

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:ss

COUNTY OF BROWARD

)

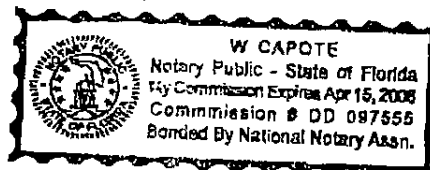
BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared GARY S. PHILLIPS, personally known to me, or who has produced _____ as identification, to be the person who, as a representative of the Member, executed the foregoing Articles of Organization of Nightlife Promoter, LLC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 29th day of November, 2005.


NOTARY PUBLIC - State of Florida

My Commission Expires:

Name of Notary - Please Print



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 29th DAY OF NOVEMBER, 2005.



Print: GARY S. PHILLIPS