

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

L05000121228
FILED 8:00 AM
December 20, 2005
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:

FIGHT CLUB AMERICA, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1018 NORTH MIAMI AVENUE
MIAMI, FL. 33136

The mailing address of the Limited Liability Company is:

1018 NORTH MIAMI AVENUE
MIAMI, FL. 33136

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:

JOSEPH H GANGUZZA
150 W. FLAGLER STREET
SUITE 2701
MIAMI, FL. 33130

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: JOSEPH H. GANGUZZA

Article V

The name and address of managing members/managers are:

Title: MGRM
SANDRO C FLORES
1018 NORTH MIAMI AVENUE
MIAMI, FL. 33136

L05000121228
FILED 8:00 AM
December 20, 2005
Sec. Of State
tcline

Signature of member or an authorized representative of a member

Signature: JOSEPH H. GANGUZZA