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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR 14 PM 2:42

DIVISION OF CORPORATION

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FILED
MAR 14 2006
CLERK OF DISTRICT COURT
SOUTH DISTRICT OF FLORIDA

March 14, 2006

Division of Corporations
2661 Executive Center
Circle West
Tallahassee, FL 32301

Via Hand Delivery

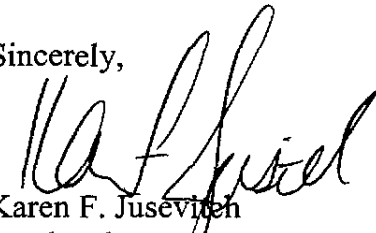
To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF ORGANIZATION**, along with a check in the amount of **\$160.00** for the applicable filing fees and to obtain a **Certified Copy and Certificate of Status** for the following entity:

SOLE MIAMI LOUNGE PARTNERS, LLC

Upon receipt, please "date-stamp" the copy of the letter provided. and call me at 577-9090 when the document is ready. Thank you for your assistance.

Sincerely,


Karen F. Jusevitch
Paralegal

/kfj
Enclosures

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I. NAME:

The name of the Limited Liability Company is Sole Miami Lounge Partners, LLC.

ARTICLE II. EFFECTIVE DATE:

The effective date for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State.

ARTICLE III. ADDRESS:

The mailing address and street address of the principal office of the Limited Liability Company is 17315 Collins Avenue, Sunny Isles Beach, Florida 33160.

ARTICLE IV. REGISTERED AGENT:

The name and address of the initial registered agent for this Limited Liability Company is Steven W. Zelkowitz, GrayRobinson, P.A., 401 East Las Olas Boulevard, Suite 1850, Fort Lauderdale, Florida 33301

ARTICLE V. MANAGEMENT:

The Limited Liability Company is to be managed by a manager and the name and address of the initial manager who is to serve as manager is Thomas Feeley, 500 First Street, Hoboken, New Jersey, 07030.

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CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
MIAMI-LAKE COUNTY, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles the
16th day of March, 2006.

A handwritten signature in black ink, appearing to read 'Steven W. Zelkowitz', written over a horizontal line.

Steven W. Zelkowitz
Authorized Representative of Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Sole Miami Lounge Partners, LLC

2. The name and address of the registered agent and office is:

Steven W. Zelkowitz
GrayRobinson, P.A.
401 East Las Olas Boulevard
Suite 1850
Fort Lauderdale, Florida 33301

By: _____

Steven W. Zelkowitz
Authorized Representative of Member

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.

(Signature)

3/16/06

(Date)