Florida Department of State

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ARTICLES OF ORGANIZATION OF Modern City Entertainment LLC

ARTICLE I

NAME

The name of the limited liability company shall be: Modern City Entertainment LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 11255 Roundelay Rd, Cooper City, Florida 33026.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated, 1203 Governors Square Blvd, Suite 101, Tallahassee, Florida 32301-2960. Located in the County of Leon.

ARTICLE IV **DURATION**

The duration for the limited liability company shall be: 12/31/2046.

MANAGERS/MEMBERS ARTICLE V

The management of the limited liability company is reserved for the Members and the names and addresses of the members of the Limited Liability Company are:

William Erfurth, 11255 Roundelay Rd, Cooper City, Florida 33026 Billic Greif, 1521 Alton Road #165, Miami Beach, Florida 33139 Ronald Stone, 3307 NW 108 Dr #5, Coral Springs, Florida 33065 Scott Rosenfelt, 6404 Wilshire Blvd. #1505, Los Angeles, California 90048 Christian Ramirez, 400 Leslie Dr Apt 214, Hallandale Beach, Florida 33009

Madison, WI 53717

(608) 827-5300

Business Filings Incorporated, Organizer Mark Schiff, AVP Authorized Representative Prepared by Mark Schiff, Business Filings Incorporated, 8025 Excelsior Dr., Suite 200,

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: Modern City Entertainment LLC

The name and address of the registered agent and office is Business Filings Incorporated, 1203 Governors Square Blvd, Suite 101, Tallahassee, Florida 32301-2960. Located in the County of Leon.

Having been named as registered agent and to accept service of process for the above stated 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:

Mark Schiff, AVP

Business Filings Incorporated

2006 HAY **6**

Date: May 9, 2006

SECRETARY OF STATE