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LAW OFFICES
KOEPPEL GOTTLIEB MESCHES

TRUMP PLAZA OFFICE CENTER
525 SOUTH FLAGLER DRIVE
SUITE 200
WEST PALM BEACH, FLORIDA 33401

JOEL P. KOEPPPEL, P.L.
MEMBER FL & NY BARS

TELEPHONE (561) 659-4020
TELECOPIER (561) 659-5399
E-MAIL JKoeppele@KGMlaw.net

May 31, 2006

BY FEDERAL EXPRESS

STATE OF FLORIDA
Department of State
Division of Corporations - New Filing Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: KNICKERBOCKER UNO, LLC

Gentlemen/Ladies:

I have enclosed two (2) original Articles of Organization for KNICKERBOCKER UNO, LLC along with our firm's check in the amount of \$125.00, representing the filing fee for this filing. Please file one (1) original and return one (1) stamped original to our office.

If you have any questions please do not hesitate to contact the undersigned. Thank you very much.

Sincerely,

KOEPPEL GOTTLIEB MESCHES

By: 

Erica Sperlonga, Legal Secretary

cc: Anthony Conte

Enclosure

ARTICLES OF ORGANIZATION
OF
KNICKERBOCKER UNO, LLC

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "ACT"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

ARTICLE I
Name

The name of this Company shall be **KNICKERBOCKER UNO, LLC**

ARTICLE II
Place of Business

The principal place of business of this Company shall be 525 South Flagler Drive, Suite 200, West Palm Beach, FL 33401, and the mailing address of this Company shall be 525 South Flagler Drive, Suite 200, West Palm Beach, FL 33401, or such other place or places as may be designated from time to time.

ARTICLE III
Registered Agent and Office

The initial registered agent for this Company shall be Joel P. Koeppe, Esq., and the address of the registered agent for service of process shall be 525 South Flagler Drive, Suite 200, West Palm Beach, FL 33401.

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 as provided for in Chapter 608, F. S.

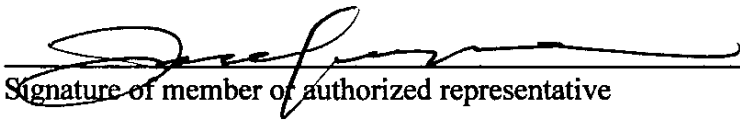

Joel P. Koeppe, Esq.

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Management of Business

The Limited Liability Company is to be managed by one or more members and is a member-managed company.

The undersigned has executed these Articles of Organization as of the 3rd day of May, 2006.


Signature of member or authorized representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Joel P. Koepfel
Typed or printed name of signee

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