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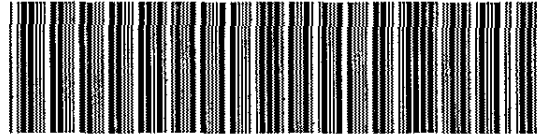
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SALOON III ENTERTAINMENT, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lawrence E. Blacke, PA

(Name of Person)

Law Offices of Lawrence E. Blacke

(Firm/Company)

3326 NE 33 Street

(Address)

Ft. Lauderdale, FL 33308

(City/State and Zip Code)

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SECRETARY OF STATE

For further information concerning this matter, please call:

Melissa Greenberg

(Name of Person)

at (954)

566-5070

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION
OF
SALOON III ENTERTAINMENT, LLC.,

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statute 608, hereby make, acknowledge, and file the Articles of Organization.

ARTICLE I -- NAME

The name of the Limited Liability Company shall be **SALOON III ENTERTAINMENT, LLC.**, (herein referred to as "the company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is **6890 N. Powerline Road, Fort Lauderdale, FL 33309.**

ARTICLE III -- DURATION

The company shall commence its existence on the date of the Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is **LAW OFFICES OF LAWRENCE E. BLACKKE, P.A., 3326 NE 33rd Street, Fort Lauderdale, FL 33308.**

ARTICLE V -- PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

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1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

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Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE VI – CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as set forth in the Affidavit of membership and contributions as set forth therein.

ARTICLE VII – MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except pursuant to the terms of the operating agreement adopted by the members the management of the business affairs of the Company.

ARTICLE VIII - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of the initial managing members of the company is:

MGRM

**Michael White
2904 N. Ocean Blvd. # 3
Ft. Lauderdale, Fl. 33308**

MGRM

**Michael Scott Cassidy
1841 Jerusalem Rd.
Lexington, North Carolina 27292**

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization on this 1st day of February, 2007.

LAW OFFICES OF LAWRENCE E. BLACKE, P.A.


By: **LAWRENCE E. BLACKE, ESQ.**

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

Under the provisions of Florida Statute 608.415, **SALOON III ENTERTAINMENT, LLC.** submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Limited Liability Company is, **SALOON III ENTERTAINMENT, LLC.,**
2. The name and street address of the registered agent in Florida is **LAW OFFICES OF LAWRENCE E. BLACKE, P.A.,** 3326 NE 33rd Street, Fort Lauderdale, FL 33308.

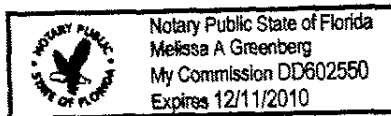
The undersigned, being the person named in the Articles of Organization of **SALOON III ENTERTAINMENT, LLC** as the registered agent of the Limited Liability Company hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

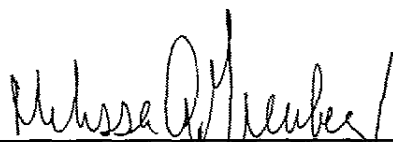
LAW OFFICES OF LAWRENCE E. BLACKE, P.A.


By: **LAWRENCE E. BLACKE, ESQ.**

STATE OF FLORIDA)
COUNTY OF BROWARD)

This document was sworn to and subscribed to before me, the undersigned authority by, **LAWRENCE E. BLACKE** who is known to me personally this 1st day of February, 2007.





Notary Public - State of Florida
My commission expires: 12/11/10