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**FLORIDA/FOREIGN LIMITED LIABILITY CO.****G & Z CHEROKEE VILLAGE, LLC**

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**ARTICLES OF ORGANIZATION**

**OF**

**G & Z CHEROKEE VILLAGE, LLC**

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Florida Limited Liability Company (the "Company") under the laws of the State of Florida does set forth the following:

1. **NAME**

The name of the Company is:

**G & Z CHEROKEE VILLAGE, LLC**

2. **PERIOD OF DURATION**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act ("Act"), the term of existence shall begin the date these Articles are filed and its duration shall be perpetual, unless otherwise dissolved or terminated by the unanimous written agreement of all members or pursuant to an event described in paragraph 7 of these Articles of Organization.

3. **PURPOSE**

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. **MAILING AND STREET ADDRESS OF COMPANY**

The mailing address and the street address of the Company is  
**1616 Coney Island Avenue, Brooklyn, New York 11230.**

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5. **REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent in Florida for the Company is:

*Alan B. Cohn  
Greenspoon Marder, P.A.  
100 West Cypress Creek Road  
Suite 700  
Fort Lauderdale, FL 33309*

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6. **ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority in interest of the members holding membership interests of the Company, either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, its regulations or guidelines as the members may from time to time determine, in their sole discretion.

7. **CONTINUITY OF BUSINESS**

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, the business of the Company shall be continued and the Company shall be not be dissolved.

8. **MANAGEMENT**

The Company is to be managed by its Members. The names and addresses of the Members are:

*Gabi Shabtai*  
**1616 Coney Island Avenue**  
**Brooklyn, New York 11230**

*Zion Danino*  
**1616 Coney Island Avenue**  
**Brooklyn, New York 11230**

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9. **RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority in interest of the members holding membership interests of the Company (excluding the member seeking to transfer his or her interest in the Company) either in attendance at a duly called meeting of the members at which a quorum exists or by written consent of the members of the Company. The rights of the assignee shall be subject to the regulations, if any, and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the regulations of the Company, if any and/or such other documents or agreements governing the operation of the Company as may be entered into from time to time.

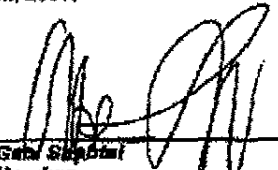
10. RETURN OF CAPITAL


No member shall have the right to demand the return of the Member's contribution to capital except as provided in the Company's regulations or operating agreement, if any, then in existence.

11. AMENDMENT TO ARTICLES OF ORGANIZATION OR TO REGULATIONS

Pursuant to Sections 808.411(1) and 808.422(1) of the Act, the Members of the Company may adopt, alter, amend or repeal any provision of the Articles of Organization and any regulations upon the affirmative vote of a majority in interest of the members of the Company which vote is taken at a duly called meeting of the members at which a quorum is present, or by written consent of the members of the Company.

IN WITNESS WHEREOF, the undersigned as Members have executed these Articles of Organization this 9<sup>th</sup> day of March, 2007.

  
Gabe Shapiro  
Member

  
Zion Dantino  
Member

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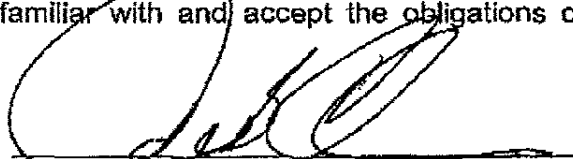
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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 **G & Z CHEROKEE VILLAGE, LLC**
2. The name and address of the registered agent and office is:

**Alan B. Cohn  
Greenspoon Marder, P.A.  
100 West Cypress Creek Road  
Suite 700  
Fort Lauderdale, FL 33309**

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.



**Alan B. Cohn**  
Registered Agent

Dated: March 9, 2007