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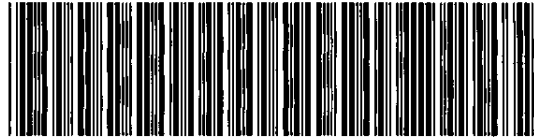
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EFFECTIVE DATE

3/17/07

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07 MAR 19 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

EFFECTIVE DATE

3/17/07

ACCOUNT NO. : 072100000032

REFERENCE : 808535 11645A

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 155.00

FILED
07 MAR 19 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 19, 2007

ORDER TIME : 11:26 AM

ORDER NO. : 808535-005

CUSTOMER NO: 11645A

DOMESTIC FILING

NAME: DUSK 'TIL DAWN, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: _____

EFFECTIVE DATE 3/17/07

DUSK 'TIL DAWN, LLC.
ARTICLES OF ORGANIZATION

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TALLAHASSEE, FLORIDA

ARTICLE I: Name

The name of the limited liability company, is "Dusk 'til Dawn"

ARTICLE II: Address

The mailing address and the street address of the principal office of the limited liability company is: c/o TAG, 9460 Wilshire Blvd., Suite 600, Beverly Hills, CA 90212

ARTICLE III: Resident Agent

The name and Florida Street address of the limited liability company's registered agent is: Allan M. Lerner, P.A., 2888 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306. The registered agent is a domestic corporation.

ARTICLE IV: Managing Member(s)

The name and address of each Managing Member is Michael Gruber ("MGRM") and Christopher Breed ("MGRM"), whose addresses are c/o TAG, 9460 Wilshire Blvd., Suite 600, Beverly Hills, CA 90212

ARTICLE V: Form of Management

The management of Dusk 'til Dawn, LLC shall be vested pursuant to the Operating Agreement in a Managing Member(s), who shall have the exclusive right to control and manage Dusk 'til Dawn, LLC. The members shall not take part in the management and control of Dusk 'til Dawn, LLC and shall have no power to bind Dusk 'til Dawn, LLC.

ARTICLE V: Indemnification

- (a) The company shall indemnify every Manager, and the Manager's heirs, executors and administrators, against expenses actually and reasonably incurred by the Manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a Manager of this limited liability company.
- (b) This indemnification is being given because the Manager(s) will be requested by the company to act for and on behalf of the company and for the company's benefit.
- (c) This indemnification is not exclusive of other rights to which the Manager(s) may be entitled.
- (d) The Manager(s) are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

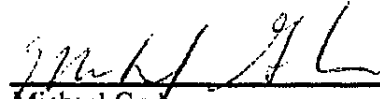
ARTICLE VI: Purpose

Dusk 'til Dawn, LLC has been formed to conduct or promote any lawful business or purpose permitted by the laws of Florida.

ARTICLE VII: Tax Treatment

Dusk 'til Dawn is intended to be treated as a partnership for purposes of federal income taxation.

The undersigned executed these Articles of Organization effective as of the 3.17.06

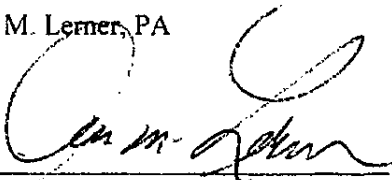


Michael Gruber
Managing Member

Statement of the Resident Agent Pursuant to 608.416 Fla. Stat

Allan M. Lerner, PA, hereby accepts the designation and appointment as the Resident Agent for *Dusk 'til Dawn, LLC* and, as such, acknowledges that it is familiar with, and accepts, the obligations of that position as provided for in Florida Chapter 608 et seq., as same relates to the duties of the Resident Agent.

Allan M. Lerner, PA

By: 

Allan M. Lerner, President