

Division of Corporations

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TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LIMITED LIABILITY CO.****KUSH STUDIOS, LLC**

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**ARTICLES OF ORGANIZATION OF
KUSH STUDIOS, LLC**
a Florida limited liability company

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I - Name:

The name of the limited liability company is: KUSH STUDIOS, LLC

ARTICLE II - Address:

The street address of the principal office of the limited liability company is: 70 Palm Avenue, Miami Beach, Florida 33139. The mailing address of the principal office of the limited liability company is: c/o Sports & Entertainment Financial Group, LLC, 417 North 8th Street, Suite 503, Philadelphia, PA, 19123.

ARTICLE III - Duration:

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

ARTICLE IV - Purpose:

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V - Members:

Initially, the limited liability company has one (1) member whose name and address is: Scott Storch, c/o Sports & Entertainment Financial Group, LLC, 417 North 8th Street, Suite 503, Philadelphia, PA, 19123.

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The right, if given, of the member(s) to admit additional members and the terms and conditions of the admissions shall be that each existing member must consent in writing to admit any additional member.

ARTICLE VI - Management:

The limited liability company is to be managed by its member and the name and address of the managing member is: Scott Storch, c/o Sports & Entertainment Financial Group, LLC, 417 North 8th Street, Suite 503, Philadelphia, PA, 19123.

ARTICLE VII - Members' Rights to Continue Business:

The remaining member(s) of the limited liability company is/are hereby given the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VIII - Registered Agent:

The name and street address of the initial Registered Agent is Shawn Gee, 70 Palm Avenue, Miami Beach, Florida, 33139.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 8 day of March, 2007.


Scott Storch, Managing Member

No 7000097709

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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of KUSH STUDIOS, LLC, a Florida limited liability company (the "Company"); in the Company's Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Articles of Organization, the undersigned 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8 day of March, 2007.


Shawn Gee, Registered Agent

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