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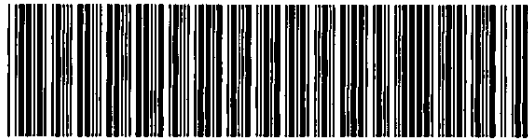
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ARTICLES OF ORGANIZATION

OF

ADULTS ONLY XXX, L.L.C.

THE UNDERSIGNED, acting as a member of a limited liability company organized under the Florida Limited Liability Company Act, adopt the following Articles of Organization for each limited liability company:

1. The name of the limited liability company is **ADULTS ONLY XXX, L.L.C.**
2. The period of its duration is perpetual.
3. The purpose is to engage in any activities of business permitted under the laws of the United States or Florida, including but not limited to those purposes set forth in Florida Statute 608.404.
4. The mailing and physical address of its **principal office** is **3340 Roosevelt Blvd., #2, Key West, Florida 33040** and the name of the initial registered agent is Randy C. Kreager whose address is **505 Green St., Key West, Fl. 33040.**
5. The organizing member shall have the right to admit additional members upon the unanimous approval of the existing members and a capital contribution equivalent to the then existing capital contribution of the organizing member.
6. The management of the limited liability company is reserved to the members.

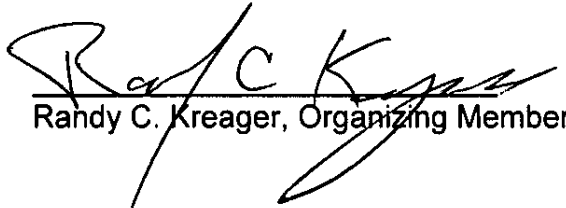
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7. The name and address of each managing member is:

Name
Randy C. Kreager

Address
505 Green St.
Key West, FL. 33040

Dated this 12 day of ^{April}~~March~~ 2007.



Randy C. Kreager, Organizing Member

**STATE OF FLORIDA
COUNTY OF MONROE**

BEFORE ME, the undersigned authority, personally appeared **Randy C. Kreager**, who is to me well known to be the person described in and who subscribed the above **Articles of Organization**, and he did freely and voluntarily before me acknowledge according to law that he made and subscribed the same for the purposes and uses therein mentioned and set forth and that:

1. The Limited Liability Company has at least one member.
2. That he has contributed cash in the amount of \$ 1000.00 as the initial capital contribution to the Limited Liability Company.

FURTHERMORE, AFFIANT SAYETH NAUGHT.


Randy C. Kreager

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
12 day of April 2007.

Lora S. Jenkins
NOTARY PUBLIC

My Commission Expires:



Lora S. Jenkins
Commission # DD581277
Expires August 3, 2010
Bonded Troy Fair - Insurance, Inc. 800-365-7019

ACCEPTANCE OF REGISTERED AGENT

I, **Randy C. Kreager**, having been designated as the Registered Agent of **ADULTS ONLY XXX, L.L.C.**, hereby accept such designation and agree to serve as and perform the duties of a Registered Agent as set forth in the Florida Limited Liability Company Act and that I am familiar with the responsibilities and duties of a Registered Agent under the Act.

DATED this 12 day of April 2007.

Randy C. Kreager
RANDY C. KREAGER