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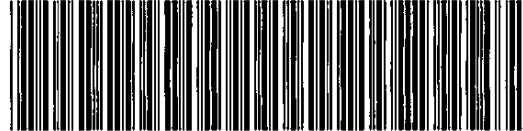
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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May 31, 2007

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Night Train South, LLC

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
	Non Profit
X	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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 TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF**

NIGHT TRAIN SOUTH, LLC

The undersigned, being a duly authorized representative of a Member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization and hereby certifies:

ARTICLE I: NAME

The name of the limited liability company is NIGHT TRAIN SOUTH, LLC (the "Limited Liability Company").

ARTICLE II: ADDRESSES

The mailing address of the Limited Liability Company is 3111 - 22nd Avenue North, St. Petersburg, Florida 33713. The street address of the principal office of the Limited Liability Company is 3111 - 22nd Avenue North, St. Petersburg, Florida 33713.

ARTICLE III: DURATION

The period of duration for the Limited Liability Company shall commence with the filing of these Articles of Organization with the Florida Secretary of State and shall continue perpetually, unless terminated (i) by the unanimous vote of all Members of the Limited Liability Company or (ii) in accordance with the Limited Liability Company's operating agreement; provided always, however, that upon any such termination event, the existence and business of the Limited Liability Company may be continued by amendment of these Articles of Organization or the operating agreement providing for the continued existence of the Limited Liability Company.

ARTICLE IV: PURPOSE

The purpose for which the Limited Liability Company is being formed is to engage in any activity or business permitted under the laws of the United States and State of Florida.

ARTICLE V: REGISTERED AGENT AND OFFICE

The Limited Liability Company designates 3111 - 22nd Avenue North, St. Petersburg, Florida 33713, as the street address of the initial registered office of the Limited Liability Company and names W. Terrill Reeb, Jr., as the Limited Liability Company's initial registered agent at that address to accept service of process within the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE VI: ADDITIONAL MEMBERS

Additional Members of the Limited Liability Company may be admitted upon the approval of all of the Members of the Limited Liability Company and otherwise in the manner set forth in the operating agreement of the Company.

ARTICLE VII: MANAGEMENT

The Limited Liability Company shall be a manager-managed limited liability company, and its affairs shall be conducted, carried on and managed by no less than one (1) Manager, who shall be elected by the Members of the Limited Liability Company in the manner prescribed by and provided in the operating agreement of the Limited Liability Company. Such Managers shall also have the rights and responsibilities described in the operating agreement of the Limited Liability Company. The name and address of the initial Manager is as follows:

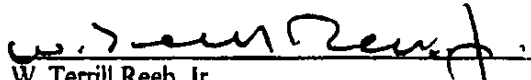
W. Terrill Reeb, Jr.
3111 - 22nd Avenue
St. Petersburg, FL 37713

Such Manager shall serve in such capacity until the first annual meeting of the Members or until her or his successor is duly elected and qualified.

ARTICLE VIII: LIMITATION ON AGENCY AUTHORITY OF MEMBERS

No Member of the Limited Liability Company shall be an agent for the Limited Liability Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Limited Liability Company solely by virtue of being a Member.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 22 day of MAY, 2007.

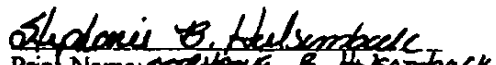


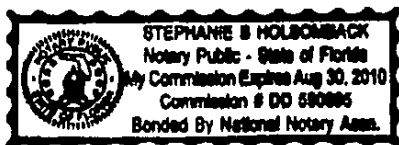
W. Terrill Reeb, Jr.

Signature of Authorized Representative of Member
Executing the Articles of Organization

The foregoing instrument was acknowledged before me this 30th day of May, 2007, by W. Terrill Reeb, Jr., who is personally known to me and who did take an oath.

[Notary Seal or Stamp]


Print Name: Stephanie B. Holcomb
Notary Public—State of Florida
My Commission Expires: 8/30/2010



**CERTIFICATE DESIGNATING PLACE, BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

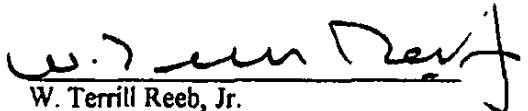
In pursuant of chapter 48.091, Florida Statutes, or more applicable statutes, the following is submitted:

FIRST: That NIGHT TRAIN SOUTH, LLC, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Organization, at 3111 - 22nd Avenue North, St. Petersburg, Florida 33713, has named W. Terrill Reeb, Jr., located at 3111 - 22nd Avenue North, St. Petersburg, Florida 33713, as the agent to accept service of process with this State.

SECOND: Further, said NIGHT TRAIN SOUTH, LLC, has designated the location at 3111 - 22nd Avenue North, St. Petersburg, Florida 33713, as its registered office, and said W. Terrill Reeb, Jr., as its registered agent, pursuant to the provisions of Florida Statutes.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Limited Liability Company, at place designated in this Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of the Florida Limited Liability Act and am familiar with and fully accept the designation as registered agent for said Limited Liability Company and the obligations of that position.


W. Terrill Reeb, Jr.
As Registered Agent