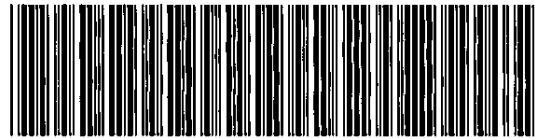


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September 6, 2007

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

Stardust Lounge, LLC

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Filing Evidence

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- 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

Retrieval Request

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- Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FLORIDA LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

Pursuant to Florida Statutes Chapter 608, "The Florida Limited Liability Company Act", as amended, the below named entity adopts these Articles of Organization as of the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on this original document, in accordance with the following:

ARTICLE I - NAME.

The name of the Limited Liability Company is:

Stardust Lounge, LLC

ARTICLE II - ADDRESS.

The mailing address and street address of the principal office of the Limited Liability Company is:

431 East Central Boulevard
Orlando, FL 32801

ARTICLE III - REGISTERED AGENT.

The name and the Florida street address of the registered agent is:

Miller, South & Milhausen, P.A.
c/o Jeffrey P. Milhausen, Esq.
Gateway Center
1000 Legion Place, Suite 1200
Orlando, FL 32801
Telephone (407) 539-1638
Facsimile (407) 539-2679

Having been named as registered agent and to accept service of process for the above named 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Jeffrey P. Milhausen, Shareholder / Registered Agent's Signature

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ARTICLE IV - MANAGEMENT.

(Check the appropriate box and complete the statement)

The Limited Liability Company (LLC) is to be managed by a manager or managers and the names and addresses of the persons who are to serve as the managers are:

Mark Angelo
431 East Central Blvd.
Orlando, FL 32801

Jason Lambert
431 East Central Blvd.
Orlando, FL 32801

Todd Ulmer
431 East Central Blvd.
Orlando, FL 32801

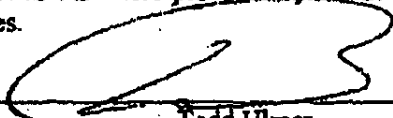
The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS.

The right, if given, to admit additional members and the terms and conditions of the admissions shall be as set forth in the Operating Agreement of this LLC as the same may be amended from time to time.

ARTICLE VI - EFFECTIVE DATE; PERPETUAL EXISTENCE

These Articles of Organization shall be effective and this Limited Liability Company's existence shall commence upon the filing of these Articles of Organization by the Secretary of State. Thereafter, this Limited Liability Company shall exist perpetually, except as otherwise provided by Sections 608.441, 608.448 and 608.449 of the Florida Statutes.



Todd Ulmer

Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Todd Ulmer
(Typed or printed name of Member or representative)