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**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

We, the undersigned, who intend to form and create a Limited Liability Company, PURSUANT TO THE Statutes of the State of Florida, do hereby state and certify the following:

1. The principal place of business of the Company is located at 9045 Americana Way, Vero Beach, FL 32966. All Correspondence shall be addressed to Anthony M. Zecchin, 11 Vista De Leguna, Fort Pierce, FL 34951. The telephone number at this address is 772-532-3763.
2. The registered office of the company is located at 9045 Americana Way, Vero Beach, FL 32966. Its registered agent is Anthony Zecchin for service of process.
3. The name of the Liability Company shall be Palace Arcade LLC.
4. The purpose for which the company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under laws of the above named State.
5. Indemnification.
 - a. The company shall indemnify any person who is or was a party, who is threatened to be made a party, to any threatened, pending or completed action, suitor proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of fact that he or she is or was a member, managing member, or employee of the company, or is or was serving at the request of the company as a director, trustee, officer, or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorney's fees) judgments, decrees, fines, penalties, and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of the company, and with respect to any criminal

Action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere, or its equivalent shall not of itself, create a presumption that the person did not act in good faith and

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in a manner which he or she reasonably believed to be in or at least not opposed to, the best interest of the company.

- b. The foregoing indemnification shall not apply in the case of action, suit, or proceeding instituted by one or more members of the company, if the claim, matter, or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties, and amounts paid in settlement as determined by the court
 - c. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative, or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit, or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person as to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification by the corporation.
6. Composition of management. The management of the company will be vested in a board of managers who are required to be members of the company, designated in accordance with the terms of the company's operating agreement.
7. The effective date for this filing shall be November 1, 2007.

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ARTICLE IV – Manager(s) or Managing Member(s)

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

Managing Member

Anthony M. Zecchin
11 Vista De Leguna
Fort Pierce, FL 34951

ARTICLE V: Effective date, if other than the date of filing: November 1, 2007.



ROBERT M. CIMINO
MY COMMISSION # DD 504582
EXPIRES: February 24, 2010
Bonded Third Budget Notary Services

Anthony M. Zecchin
Signature, Anthony M. Zecchin

Robert M. Cimino
9/19/07

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

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

Anthony M. Zecchin
11 Vista De Leguna
Fort Pierce, FL 34951

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

Anthony M. Zecchin
Registered Agent's Signature, Anthony M. Zecchin

Robert M. Cimino 9/19/07



ROBERT M. CIMINO
MY COMMISSION # DD 504582
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