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07 DEC 31 PM 1:51  
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TALLAHASSEE, FLORIDA

D. BRUCE

DEC 31 2007

EXAMINER

# M Mazer & Company, P.A. Certified Public Accountants

MEMBER  
FLORIDA INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
INTERNATIONAL ASSOCIATION FOR  
FINANCIAL PLANNING

7700 W. CAMINO REAL / SUITE 404  
BOCA RATON, FLORIDA 33433

BOCA RATON (561) 451-9550  
BROWARD (888) 213-3412  
FAX (561) 353-9557

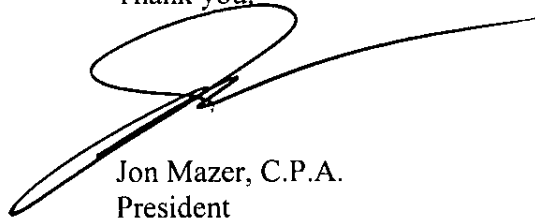
December 26, 2007

Florida Dept of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

To Whom It May Concern:

In response to your attached letter we are changing the registered agent to Jon Mazer, Mazer & Company, P.A. Please find this change in the attached revised Articles of Organization.

Thank you.



Jon Mazer, C.P.A.  
President  
Mazer & Company, P.A.

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TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

SUBJECT: Gold Bars Palace Arcade, L.L.C.  
(PROPOSED NAME FOR ARTICLES OF ORGANIZATION-LLC)

Enclosed is an original and one (1) copy of the articles of organization for the LLC and a check for \$155.00 for the Filing Fee & a Certified Copy.

Make checks payable to Florida Department of State.

Please mail certified copy of Articles of Organization to:

FROM: MAZER & COMPANY, P.A.

7700 W. CAMINO REAL, SUITE 404

BOCA RATON, FL 33433

561-451-9550 (DAYTIME TELEPHONE NUMBER)

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 14, 2007

MAZER & COMPANY, P.A.  
7700 W. CAMINO REAL, SUITE 404  
BOCA RATON, FL 33433

SUBJECT: GOLD BARS PALACE ARCADE, L.L.C.  
Ref. Number: W07000060606

We have received your document for GOLD BARS PALACE ARCADE, L.L.C. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 907A00070117

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
GOLD BARS PALACE ARCADE, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I. COMPANY NAME**

The name of this Company is: Gold Bars Palace Arcade, L.L.C.

**ARTICLE II. ADDRESS**

The principal place of business of the Company in Florida shall be 1755 N. Congress Avenue, Boynton Beach, FL 33426 and the mailing address shall be the same.

**ARTICLE III. EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE IV. DURATION**

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE V. PURPOSES AND POWERS**

The purpose for which this limited liability company is organized is any and all lawful business. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE VI. REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Jon Mazer, C.P.A.  
7700 West Camino Real #404  
Boca Raton, FL 33433

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TALLAHASSEE, FLORIDA

## **ARTICLE VII. MANAGEMENT**

The Operating Manager of the company shall be: Jerald A. Goldstein  
1755 N. Congress Avenue  
Boynton Beach, FL 33426

## **ARTICLE VIII. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those managers of the Company in attendance at a duly called meeting of the managers at which a quorum exists or by written consent of a majority of the managers of the Company. Any new member which is approved by the managers of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the managers, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the managers may from time to time determine in their sole discretion.

## **ARTICLE IX. DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company or under the Act, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of the majority of the members of the Company.

## **ARTICLE IX. MANAGERS**

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as manager until the first annual meeting of the members or until its successors are elected and qualify.

Jerald A. Goldstein  
1755 N. Congress Avenue  
Boynton Beach, FL 33426

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TALLAHASSEE, FLORIDA

## ARTICLE X. MEMBERS

The managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Jerald A. Goldstein  
1755 N. Congress Avenue  
Boynton Beach, FL 33426

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 12th day of December, 2007.

INITIAL MEMBER

By: \_\_\_\_\_

Jerald A. Goldstein  
Manager

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TALLAHASSEE, FLORIDA

# Mazer & Company, P.A.

Certified Public Accountants

MEMBER  
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CERTIFIED PUBLIC ACCOUNTANTS  
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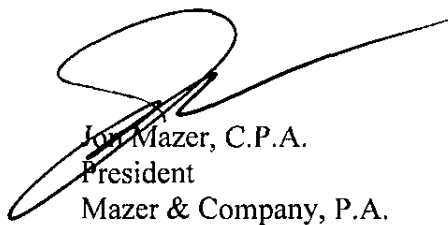
December 26, 2007

Florida Dept of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

To Whom It May Concern:

I hereby am familiar with and accept the duties and responsibilities as registered agent for  
Gold Bars Palace Arcade, L.L.C.

Thank you.



Jon Mazer, C.P.A.  
President  
Mazer & Company, P.A.

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