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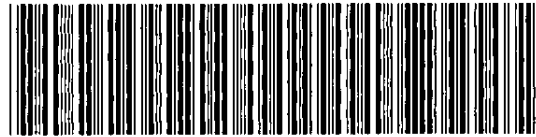
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Effective Date

04/17/09

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T. HAMPTON

APR 23 2009

EXAMINER

CF 125.00
Cert 5.00

THE FULLERTON LAW GROUP, LLP
ATTORNEYS AT LAW
2000 PONCE DE LEON BOULEVARD, SUITE 501
CORAL GABLES, FLORIDA 33134

TEL (305) 421-6391 • FAX (305) 569-6664

April 17, 2009

Department of State
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

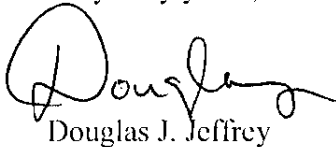
Re: XS Entertainment, LLC

Dear Sir or Madame:

Enclosed please find the Articles of Organization for XS Entertainment, LLC, accompanied by a copy. I have also attached a check for \$130.00, representing the filing fee, registered agent designation, and one certificate of status.

Thank you for your attention to these matters. Please do not hesitate to contact me if you have any comments, questions or concerns.

Very truly yours,

A handwritten signature in black ink, appearing to read "Douglas J. Jeffrey". The signature is stylized with a large initial "D" and a cursive script.

Douglas J. Jeffrey
DJJ/pat
Encl.

Effective Date 04/17/09

ARTICLES OF ORGANIZATION

OF

XS ENTERTAINMENT, LLC

ARTICLE I

NAME: The name of this limited liability company is:

XS ENTERTAINMENT, LLC

ARTICLE II

PURPOSE: This limited liability company is organized for the purpose of transacting any and all lawful business. The duration of the existence shall be perpetual.

ARTICLE III

MANAGEMENT: The limited liability company is to be managed by one or more managers and is therefore, a manager-managed company. The name and address of such manager who is to serve as initial manager is:

James F. Gilbride
655 Casuarina Concourse
Coral Gables, Florida 33143

ARTICLE IV

ADMISSION OF ADDITIONAL MEMBERS: Additional members may be admitted only upon the unanimous vote of the existing members.

ARTICLE V

PRINCIPAL OFFICE: The principal office address and the mailing address of the limited liability company are:

655 Casuarina Concourse
Coral Gables, Florida 33143

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ARTICLE VI

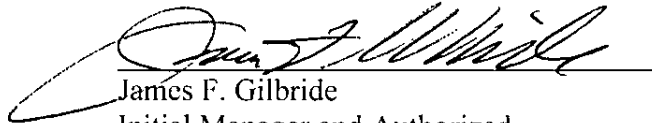
INITIAL REGISTERED AGENT AND OFFICE: The name of the initial registered agent and the street address of the initial registered office of the limited liability company are:

Douglas J. Jeffrey, Esq.
c/o The Fullerton Law Group, LLP
2000 Ponce de Leon Blvd.
Suite 501
Coral Gables, Florida 33134

ARTICLE VII

EFFECTIVE DATE: The effective date for this limited liability company shall be April 17, 2009.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 17TH day of April, 2009.


James F. Gilbride
Initial Manager and Authorized
Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby consents to accept service process for XS Entertainment, LLC at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties and is familiar with and accepts the obligations of the position as Registered Agent.


Douglas J. Jeffrey, Esq.
Registered Agent

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