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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Blue Martini Miami Holdings, LLC

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EXAMINER

**ARTICLES OF ORGANIZATION
OF
BLUE MARTINI MIAMI HOLDINGS, LLC
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. NAME. The name of the limited liability company is BLUE MARTINI MIAMI HOLDINGS, LLC (the "Company").

2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 477 S. Rosemary Avenue, Suite 309, West Palm Beach, Florida 33401.

3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization are: Mark Vasu, 477 S. Rosemary Avenue, Suite 309, West Palm Beach, Florida 33401.

The undersigned has executed these Articles of Organization on the 12th day of October, 2009.

BLUE MARTINI MIAMI HOLDINGS, LLC

By: 

Mark Vasu, Authorized Representative

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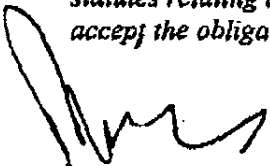
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BLUE MARTINI MIAMI HOLDINGS, LLC.
2. The name and address of the registered agent and office is:

Mark Vasu
477 S. Rosemary Avenue, Suite 309
West Palm Beach, Florida 33401

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 its 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.



Mark Vasu, Registered Agent

10/12/09
(Date)