

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L09000118725
FILED 8:00 AM
December 14, 2009
Sec. Of State
dbruce

Article I

The name of the Limited Liability Company is:

GRACIE BROTHERS, LLC

Article II

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

224 W 30TH STREET
0100
NEW YORK, NY. US 10001

The mailing address of the Limited Liability Company is:

224 W 30TH STREET
0100
NEW YORK, NY. US 10001

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

SCHIAVO CORPORATION
7380 W. SAND LAKE RD
500
ORLANDO, FL. FL

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.

Registered Agent Signature: MOANA SCHIAVO

Article V

The name and address of managing members/managers are:

Title: PD
ANGELA D CARVALHO
224 W 30TH STREET # 0100
NEW YORK, NY. 10001 US

Title: VP
IGOR GRACIE
224 W 30TH STREET # 0100
NEW YORK, NY. 10001 US

Article VI

The effective date for this Limited Liability Company shall be:

12/14/2009

Signature of member or an authorized representative of a member

Signature: ANGELA DE CARVALHO

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