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FLORIDA LIMITED LIABILITY CO.

le boudoir downtown, llc

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ARTICLES OF ORGANIZATION OF LE BOUDOIR DOWNTOWN, LLC

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

i. Name

The name of the Limited Liability Company Le Boudoir Downtown, LLC (the "Company").

II. Principal Office

The street address of this Company's principal office and the mailing address shall be 21 NW Miami Court, Miami, Florida 33128.

III. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this Company shall be Alfredo D. Xiques whose business address is 2950 SW 27 Avenue, Sulte 300, Miami, Florida 33133, which shall be the registered office of this limited liability company.

IV. Management by Manager

This Company shall be manager-managed company.

V. Manager

The initial manager of the company shall be Vincent Elegoliel.

Alfredo D. Xiques, Organizer

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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT OF LE BOUDOIR DOWNTOWN, LLC

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that 2950 SW 27th Avenue, Suite 300, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Alfredo D.

Xigues

Date: November 15, 2010

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