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**KENNETH D. BAXTER, ESQ.**

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TALLAHASSEE, FLORIDA

April 11, 2011

## VIA FEDERAL EXPRESS

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

RE: New Limited Liability Companies; Oasis Café at Key Biscayne, LLC and  
Sully Holdings II, LLC

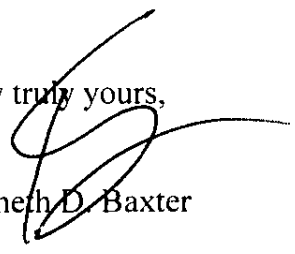
Gentlemen:

I enclose herewith two original fully executed articles of incorporation for Oasis Café at Key Biscayne, LLC and Sully Holdings II, LLC together with my firm's check in the amount of \$250.00.

Please file the Articles of Organization and return to me stamped copies.

Should you have any questions or problems please do not hesitate to contact me.

Very truly yours,

  
Kenneth D. Baxter

KDB/mf  
enc.

**ARTICLES OF ORGANIZATION FOR  
SULLY HOLDINGS II, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

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**ARTICLE I - Name:**

The name of the Limited Liability Company is: **SULLY HOLDINGS II, LLC**

**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is

419 Michigan Avenue, Miami Beach, Florida 33139

**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

Carlos Flores, 419 Michigan Avenue, Miami Beach, Florida 33139

*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 as provided for in Chapter 608, F.S.*

\_\_\_\_\_  
Carlos Flores

**ARTICLE IV - Management**

The Limited Liability Company is to managed by one or more managers and is, therefore, a manager - managed company.

\_\_\_\_\_  
Carlos Flores, Managing Member

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

\_\_\_\_\_  
Carlos Flores