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FLORIDA LIMITED LIABILITY CO.

le boudoir south beach, llc

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**ARTICLES OF ORGANIZATION OF
LE BOUDOIR SOUTH BEACH, 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 South Beach, 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**

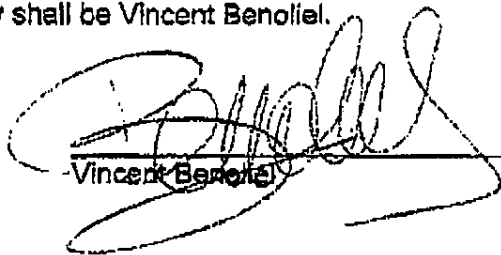
The registered agent of this Company shall be Alfredo D. Xiques whose business address is 2950 SW 27 Avenue, Suite 300, Miami, Florida 33133, which shall be the registered office of this limited liability company.

**IV.
MANAGEMENT BY MANAGER**

This Company shall be manager-managed company.

**V.
MANAGER**

The initial manager of the company shall be Vincent Benoliel.


Vincent Benoliel

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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
LE BOUDOIR SOUTH BEACH, 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.

Date: April 14, 2011


Alfredo D. Xiques

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