

L11000051471

Florida Department of State
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From: Account Name : BELOFF, PARKER, LLC
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FLORIDA LIMITED LIABILITY CO.
SUPPER CLUB, LLC

The Supper Club Smith
Beach
LLC

Certificate of Status	1
Certified Copy	1
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W11-219

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MAY -3 2011



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2011

BELOFF, PARKER, LLC

SUBJECT: SUPPER CLUB, LLC
REF: W11000021963

5/2/2011
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Elizabeth 305-673-

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is #P07000117981, THE SUPPER CLUB, INC..

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Joey Bryan
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
THE SUPPER CLUB SOUTH BEACH, LLC**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is: **THE SUPPER CLUB SOUTH BEACH, LLC.**, a Florida limited liability company
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is:

940 Lincoln Road,
Suite 222
Miami Beach, Florida 33139

5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is:

MATT McMILLAN
650 West Avenue
Unit 2507
Miami Beach, Florida 33139

6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

MATT McMILLAN
650 West Avenue
Unit 2507
Miami Beach, Florida 33139

ERIN McMILLAN
650 West Avenue
Unit 2507
Miami Beach, Florida 33139

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PETER COAKLEY
90 Pleasant St.
Woburn, MA 01801

KATHY COAKLEY
90 Pleasant St.
Woburn, MA 01801

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TALLAHASSEE, FLORIDA

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
9. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
10. **Management.** The business of the company shall be reserved to and conducted under the exclusive management of its Members according to the provisions of an operating agreement to be entered into by the Members of the Company. This is a Member managed company.

Prepared by:

Jay P. Parker, Esq.
1691 Michigan Ave., Suite 320,
Miami Beach, Florida 33139

P.004/006

(FAX)3056735505

5/02/2011 10:04 BELOFF

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CERTIFICATE 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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

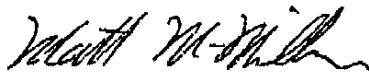
THE SUPPER CLUB SOUTH BEACH LLC,

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

MATT McMILLAN
650 West Avenue
Unit 2507
Miami Beach, Florida 33139

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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.



MATT McMILLAN, REGISTERED AGENT

Prepared by:

Jay P. Parker, Esq.
1691 Michigan Ave., Suite 320,
Miami Beach, Florida 33139

P.005/006

(FAX)3056735505

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10:04 BELOFF 11/02/2011

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THE SUPPER CLUB SOUTH BEACH LLC, a Florida limited
liability company

Dated: April 14, 2011

By: Matt McMILLAN
MATT McMILLAN
MEMBER

By: Erin McMILLAN
ERIN McMILLAN
MEMBER

By: Peter Coakley
PETER COAKLEY
MEMBER

By: Kathy Coakley
KATHY COAKLEY
MEMBER

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Prepared by:

Jay P. Parker, Esq.
1691 Michigan Ave., Suite 320,
Miami Beach, Florida 33139

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P.006/006

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