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FLORIDA LIMITED LIABILITY CO. TOE 2 TOE ENTERPRISES OF FLORIDA, LLC

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
TOE 2 TOE ENTERPRISES OF FLORIDA, LLC

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I

Name

The name of the Limited Liability Company is: TOE 2 TOE ENTERPRISES OF FLORIDA, LLC.

ARTICLE II

Address of Place of Business.

The street address and mailing address of the principal office in Florida for the Limited Liability Company is: 3950 NW 120th Avenue, Coral Springs, FL 33065.

ARTICLE III

Purpose

The Limited Liability Company is organized for the purpose of transacting any and all lawful business for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. The Limited Liability Company shall have all of the powers vested in a Limited Liability organized and existing by virtue of such laws.

ARTICLE IV

Period of Duration

This Limited Liability Company shall exist until 30 years from the date upon which these Articles of Organization are filed with the Department of State of the State of Florida, unless earlier terminated by the terms of this Article IV. This Limited Liability Company shall be dissolved upon the occurrence of any event which terminates the membership of any Member as a matter of law, unless the remaining Members unanimously consent to the continued existence of this Company within 90 days after the date of occurrence of such event. This Company shall be dissolved upon the unanimous consent of the Members.

Prepared by:
Cory B. Nass, Esq.
17706 Woodview Ter.
Boca Raton, FL 33487
(561) 245-1426
FL Bar No. 0003956

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ARTICLE V
Registered Agent

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Jason S. Silverman, 3950 NW 120th Avenue, Coral Springs, FL 33065.

ARTICLE VI
Capital Contributions

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Hundred Dollars (\$100.00) in cash and no other property is being contributed to the Limited Liability Company.

ARTICLE VII
Additional Contributions

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: Additional contributions, if any, will be made upon the agreement of the members holding a majority interest of the Limited Liability Company.

ARTICLE VIII
Additional Members

Members may admit additional members upon the agreement of the members then holding a majority interest of the Limited Liability Company. The Members then holding a majority interest of the Limited Liability Company shall determine the contributions to capital required of the new Members at the time of admission.

ARTICLE IX
Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

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ARTICLE X
Management

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The business of this Limited Liability Company shall be managed under the direction of one or more Member Managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

To Entertainment, LLC
1813 NW 126th Way
Coral Springs, FL 33071

Chad Borkowski
4118 Rainwood Avenue
Yorba Linda, CA 92886

Rick Borkowski
4118 Rainwood Avenue
Yorba Linda, CA 92886

ARTICLE XI
Amendment

The power to alter, amend or repeal these Articles of Organization shall be vested solely in the Members.

The undersigned Managing Member of this Company certifies that the foregoing constitutes the entire proposed Articles of Organization of this Limited Liability Company.

Executed by the undersigned on this 16th day of May, 2011.

TO ENTERTAINMENT, LLC, as Managing Member

By: 

Name: Dean Mandarino

Title: Managing Director

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **TOE 2 TOE ENTERPRISES OF FLORIDA, LLC.**
2. The name and address of the registered agent and office is:

**Jason S. Silverman
3950 NW 120th Avenue
Coral Springs, FL 33065**

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.

(Signature)

(Date)

5/13/2011