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Florida Department of State

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FLORIDA LIMITED LIABILITY CO. CIPRIANI MIAMI RESTAURANT LLC

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ARTICLES OF ORGANIZATION OF CIPRIANI MIAMI RESTAURANT LLC a Florida limited liability company

- 1. The name of the limited liability company is Cipriani Miami Restaurant LLC.
- 2. The mailing and street address of the principal office of the limited liability company is:

110 East 42nd Street New York, NY 10017.

 The name and street address of the initial registered agent of the limited liability company are:

> CT Corporation System 1200 South Pine Island Road Plantation, FL 33324.

4. The limited liability company shall be managed by a manager. The initial managers of the limited liability company are:

> Maggio Cipriani, MGR 110 East 42nd Street New York, NY 10017

> Ignazio Cipriani, MGR 110 East 42nd Street New York, NY 10017

Dated: February 13, 2012

Suzanne Amaducol-Adams
Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of _____ February 13 ____, 2012

CT Corporation System

Madonna Cuddilny Special Assistant Secretary

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