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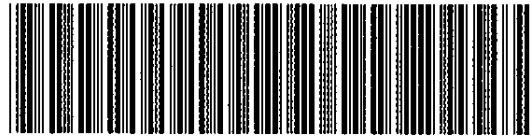
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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1. PUFF ULTRA LOUNGE, LLC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF ORGANIZATION
OF
PUFF ULTRA LOUNGE, LLC**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is **PUFF ULTRA LOUNGE, LLC**

SECOND: The Limited Liability is organized to engage in any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

THIRD: The street address of the initial registered office of the Limited Liability Company in Florida is 1255 La Quinta Drive, Ste. 130, Orlando, FL 32809, and the name of the Initial registered agent of the Limited Liability Company in Florida at that address is Madhat Salem

FOURTH: The mailing address and street address of the principal office of the Limited Liability Company is 1255 La Quinta Drive, Ste. 130, Orlando, FL 32809.

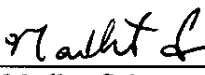
FIFTH: The Members of the Limited Liability Company shall consist of not less than one Member. The Names and Addresses of the initial Members are:

Madhat Salem (MGRM)
1255 La Quinta Drive, Ste. 130
Orlando, FL 32809

Rami Ajib (MGRM)
1825 S. Kirkman Road, Ste. 1225
Orlando, FL 32811

SIXTH: The Limited Liability Company is to be managed by the Managing Members.

IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization on March 29, 2012.


Madhat Salem


Rami Ajib

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

I, having been named as Registered Agent for **PUFF ULTRA LOUNGE, LLC**, hereby voluntarily consent to serve as Registered Agent for **PUFF ULTRA LOUNGE, LLC**

I know and understand the duties and responsibilities of a Registered Agent as set forth in the Florida Statutes Annotated Sections 608.401 to 608.471, and I hereby accept those duties and responsibilities.

Dated: March 29, 2012

A handwritten signature in black ink, appearing to read 'Madhat Salem', is written over a horizontal line.

Madhat Salem