

04/23/2012 02:26 239-939-2280

COSTELLO ROYSTON & WICK

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Division of Corporations

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Florida Department of State
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(((H12000109029 3)))



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FLORIDA LIMITED LIABILITY CO.
Spinners Arcade Holding, LLC

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**ARTICLES OF ORGANIZATION
OF
SPINNERS ARCADE HOLDING, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE 1

The name of the Limited Liability Company is Spinners Arcade Holding, LLC.

ARTICLE 2

The Limited Liability Company's period of duration shall be perpetual.

ARTICLE 3

The street address of the initial principal office of the Limited Liability Company is:

10347 Bonita Beach Road, Suite 111
Bonita Springs, FL 34135

The mailing address of the Limited Liability Company is:

10347 Bonita Beach Road, Suite 111
Bonita Springs, FL 34135

ARTICLE 4

The name and street address of the initial registered agent in Florida shall be:

Name

Address

John M. Wicker

12670 New Brittany Blvd., Suite 101
Fort Myers, FL 33907

ARTICLE 5

The management of the Limited Liability Company shall be initially managed by its sole Member whose name and address is:

Name

Address

Prepared by:
John M. Wicker
Fla. Bar No. 28637

COSTELLO, ROYSTON & WICKER, P.A.
P.O. Drawer 60205, Fort Myers, FL, 33906
(239) 939-2222 (voice) (239) 939-2280 (facsimile)

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Thomas Luft

10347 Bonita Beach Road, Suite 111
Bonita Springs, FL 34135

ARTICLE 6

The right of the remaining Members of the Limited Liability Company to continue the business on 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 shall be as follows:

Such remaining Members shall continue the Limited Liability Company if, by majority vote, they elect to do so.

ARTICLE 7

The Limited Liability Company shall indemnify to the fullest extent permitted by the Florida Limited Liability Company Act its Members and or Managers.

ARTICLE 8

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Organization of the Spinners Arcade Holding, LLC, and acknowledged them to be his act on this the 23rd day of April, 2012.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)



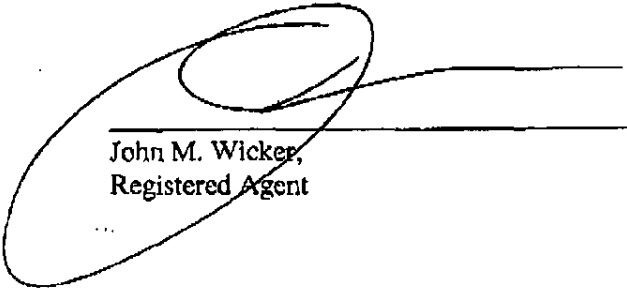
John M. Wicker,
Authorized Representative of a Member

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ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to act as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles of Organization, and being familiar with the obligations of this position, I hereby accept the duties of registered agent, agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Acceptance of Duties of Registered Agent of the Spinners Arcade Holding, LLC, and acknowledged them to be his act on this the 23rd day of April, 2012.



John M. Wicker,
Registered Agent