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**FLORIDA LIMITED LIABILITY CO.  
SUNSET CLUB HOLDINGS, LLC**

Certificate of Status	0
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Page Count	03
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**ARTICLES OF ORGANIZATION  
OF  
SUNSET CLUB HOLDINGS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

**ARTICLE I - NAME**

The name of the company is Sunset Club Holdings, LLC (hereinafter called the "Company").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The initial mailing address and street address of the principal office of the Company is 1835 E. Hallandale Beach Blvd., Unit 108, Hallandale, FL 33009.

**ARTICLE III - PURPOSE**

The Company is organized for the purpose of transacting any or all lawful business for companies organized under the Florida Limited Liability Company Act of the State of Florida.

**ARTICLE IV - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE V - INITIAL REGISTERED AGENT**

The initial registered agent of the Company is Eliam Medina. The Florida street address of the initial registered agent of the Company is 1835 E. Hallandale Beach Blvd., Unit 108, Hallandale, FL 33009.

**ARTICLE VI - MANAGEMENT**

The Company shall be manager managed in accordance with the terms and conditions of the Company's Operating Agreement, as amended from time to time. The initial managers of the Company shall be Eliam Medina and Daniel Matrassi.

**ARTICLE VI - INDEMNIFICATION**

Section 1. Indemnification. Each person (including here and hereinafter the heirs, executors, administrators, or estate of such person) (a) who is or was a manager of the Company, (b) who is or was an officer, agent or employee of the Company and as to whom the Company has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Company in the position of a director, officer, trustee, partner, agent, or employee of another

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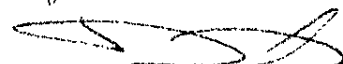
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Company, partnership, joint venture, trust or other enterprise and as to whom the Company has agreed to grant such indemnity hereunder, shall be indemnified by the Company as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Company to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing obligation of the Company to indemnify shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Company may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Company would have the legal power to directly indemnify such person against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid by the Company in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Company as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Members or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization  
11<sup>th</sup> day of May 2012.

  
\_\_\_\_\_  
Eliam Medina, Manager  
\_\_\_\_\_  
Daniel Materassi, Manager

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**W I T N E S S E T H:**

That, Sunset Club Holdings, LLC, desiring to organize under the laws of the State of Florida, has named Eliam Medina, located at 1835 E. Hallandale Beach Blvd., Unit 108, Hallandale, FL 33009, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Chapter 608, Florida Statutes.

Dated this 11<sup>th</sup> day of May, 2012.

**REGISTERED AGENT:**

By:   
Eliam Medina