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SECRETARY OF STATE DIVISION OF COMPORATIONS

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CONTACT:	RICKY SOTO			
DATE:	09/24/2012			
REF.#:	000409.173303			
CORP. NAME: UP ALL NIGHT SOUTH BEACH LLC				
() ARTICLES OF INC	ORPORATION	() ARTICLES OF AMENDMENT	() ARTICLES OF DISSOLUTION	
() ANNUAL REPORT		() TRADEMARK/SERVICE MARK	() FICTITIOUS NAME	
() FOREIGN QUALIF	CATION	() LIMITED PARTNERSHIP	(XX) LIMITED LIABILITY	
() REINSTATEMENT		() MERGER	() WITHDRAWAL	
() CERTIFICATE OF CANCELLATION				
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STATE FEES PREPAID WITH CHECK# () (30 FOR \$ 155.00				
AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:				
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PLEASE RETURN:				
(XX) CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY				
() CERTIFICATE OF STATUS				

Examiner's Initials

ARTICLES OF ORGANIZATION OF UP ALL NIGHT SOUTH BEACH LLC

ARTICLE I: - Name

The name of the Limited Liability Company is: UP ALL NIGHT SOUTH BEACH LLC

ARTICLE II: - Address

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

6800 Broken Sound Parkway Suite 200 Boca Raton, Florida 33487

ARTICLE III: - Registered Agent, Registered Office, & Registered Agent's Signature The name and the Florida street address of the registered agent are:

Marc H. Bell 6800 Broken Sound Parkway Suite 200 Boca Raton, Florida 33487

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 as provided for in Chapter 608, F.S.

Marc H. Bell, Registered Agent

ARTICLE IV: - Management

The Limited Liability Company is to be managed by one or more Members and is, therefore, a member - managed company.

ARTICLE V: - Managing Member

The name and address of the Managing Member is as follows:

MGRM

Marc H. Bell

6800 Broken Sound Parkway

Suite 200

Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on September 22, 2012.

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

Marc H. Bell
Typed or printed name of signee