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Division of Corporations

Fax Number : (850)617-6383

From:

Account Name : AGENTS AND CORPORATIONS, INC

Account Number : I20010000112 : (302)575-0875 : (302)575-1642 Fax Number

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FLORIDA LIMITED LIABILITY CO. Blu Club LLC

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EXAMINER

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Blu Club LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1525 Montana Avenue, #C, Santa Monica, CA 90403.

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Agents and Corporations, Inc. 360 Fifth Avenue South, Suite 101-330 Naples, FL 34102

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 espacity. 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.

ARTICLE IV - Management (Check box if applicable.) 1

The Limited Limbifity Company is to be managed by one manager or more a managers and is, therefore, a manager - managed company.

ARTICLE V - Manager:

The initial Manager(s) of the Limited Liability Company shall be:

Adpire Media, LLC

Adpire Media, LLC

ARTICLE V - Manager:

The initial Manager(s) of the Limited Liability Company shall be:

Signature of a Member or an authorized representative of a member. (Imaccordance 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.)

Typed or printed name of signee