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Division of Corporations

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FLORIDA LIMITED LIABILITY CO.  
NIGHTUP, LLC

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**ARTICLES OF ORGANIZATION  
OF  
NIGHTUP, LLC**

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The undersigned, for the purpose of forming a limited liability company hereby adopt the following Articles of Organization:

**ARTICLE ONE**

The name of the company is **NIGHTUP, LLC**

**ARTICLE TWO**

The term of existence of the company is perpetual.

**ARTICLE THREE**

The purposes for which the company is organized are:

- . To engage in the business of development of technology of all types; of marketing all kinds of products and services; and of publishing any and all types of publications, whether in print or electronically, or otherwise.
- . To engage in the transaction of any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE FOUR**

The remaining members of the company shall have the right to continue the business of the company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which might terminate the continued membership of a member in the company.

**ARTICLE FIVE**

The address of the initial Registered Office of the company is 13831 SW 59 Street, Suite 203, Miami, FL 33183 and the name of the Registered Agent at such address is **GEORGE M SANTAMARINA**.

Prepared By:  
George M. Santamarina, Esq.  
13831 SW 59 Street, Suite 203  
Miami, FL 33183  
Fla. Bar No. 267961

#### ARTICLE SIX

The name and address of the authorized agent of the members executing these Articles is:

GEORGE M SANTAMARINA  
13831 SW 59 Street, Suite 203  
Miami, FL 33183

#### ARTICLE SEVEN

The principal office of this company shall be located at 19333 COLLINS AVENUE, UNIT 1901, MIAMI BEACH, FL 33160, with the company retaining the power to move its office to any other address in Florida.

#### ARTICLE EIGHT

The name of the manager(s) of the company are:

GERMAN R NEUSS                      MGRM

#### ARTICLE NINE

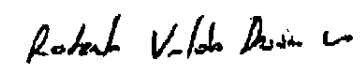
This company shall be deemed to commence its existence upon filing of these articles.

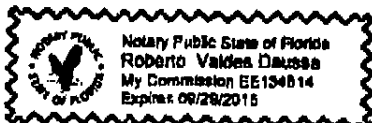
IN WITNESS WHEREOF, I have subscribed my name this 8 day of February 2013.

  
\_\_\_\_\_  
GEORGE M SANTAMARINA

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 08 day of February 2013, by GEORGE M SANTAMARINA, who is personally known to me or who provided "A DRIVER LICENSE" as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission expires: 09-29-2015



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

**NIGHTUP, LLC  
19333 COLLINS AVENUE, UNIT 1901  
SUNNY ISLES BEACH, FL 33160**

a company organized under the laws of the State of Florida, with its principal office located in the County of Miami-Dade, State of Florida, has named **GEORGE M SANTAMARINA** as its agent to accept service of process within this State.

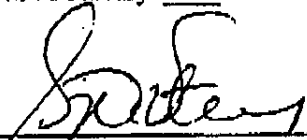
Subscribing Authorized Agent of the Members:

  
\_\_\_\_\_  
**GEORGE M SANTAMARINA**

**ACCEPTANCE:**

Having been named as registered agent and to accept service of process for the above stated limited liability company as 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.

DATED: February 8 2013

  
\_\_\_\_\_  
**GEORGE M SANTAMARINA**