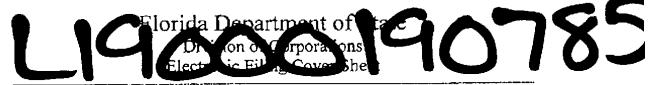
Division of Corporations

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To:

Division of Corporations

Fax Number

: (850)617-6381

From:

Maria

: PLANET HOLLYWOOD INTERNATIONAL, INC. Account Name

Account Number : 120080000100

: (407)903-5513

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Email Address: MVelez@earlenter

FLORIDA LIMITED LIABILITY CO.

Rock & Reilly's (Payroll), LLC

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I Name

The name of this Limited Liability Company is:

ROCK & REILLY'S (PAYROLL), LLC

ב. ד נטא**ו**

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ARTICLE II Address

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

4700 Millenia Blvd., Ste 400 Orlando, FL 32839

ARTICLE III Management

This Limited Liability Company is to be managed by one or more managers and is, therefore, a "manager-managed" limited liability company.

ARTICLE IV

Registered Agent, Registered Office & Registered Agent's Signature

The name and the Florida street address of the Registered Agent of this Limited Liability Company is:

Michael Neukamm Gray Robinson, P.A. 301 E. Pine Street, Suite 1400 Orlando, FL 32801

Having been named as registered agent to accept service of process for this limited liability company at the place so designated in these Articles of Organization, the undersigned hereby accepts this appointment and agrees to act in this capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and

complete performance of its duties and is familiar with and accepts the obligations of the undersigned's position as registered agent, as provided for in Chapter 605, Florida Statutes.

In accordance with Section 605,0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

AUTHORIZED REPRESENTATIVE'S SIGNATURE

Thomas Availone
Type or printed name of signee

FILING PEES: \$100.00 Filing Fee for Articles of Organization \$25.00 Designation of Registered Agent \$30.00 Certified Copy (OPTIONAL) \$5,00 Cartificate of Status (OPTIONAL)