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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

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Re: CHAMPIONNE PALACE, LLC

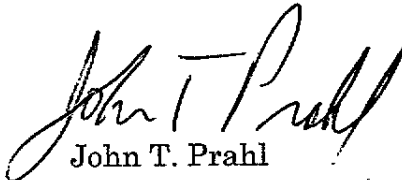
Gentlemen:

Enclosed please find an original and one copy of the Articles of Organization for the above captioned company. Our check for \$337.50 is also enclosed for the filing fee, and one certified copy.

Please file the Articles and return the certified copy to this office.

Thank you for your cooperation in this matter.

Sincerely yours,


John T. Prah

Enc.
File: 322-2

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
LA CHAMPIONNE PALACE, LLC**

ARTICLE - NAME

The name of this limited liability company shall be LA CHAMPIONNE PALACE, LLC

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law, or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be:

9735, Fontainebleau Blvd., #302, Miami Florida 33172.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent are:

John T. Prah, Esq., 2801 Ponce de Leon Blvd., Suite 1155, Coral Gables, FL 33134

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial

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manager is as follows:

Hassiba Boulmerka, 9735 Fontainebleau Blvd., #302, Miami, Florida 33172

The initial manager shall serve until the first annual meeting of members, or until her successor is elected and qualified, or until her death or resignation.

ARTICLE VII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

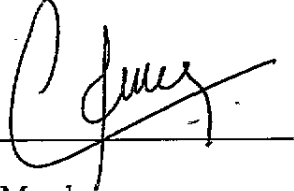
ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24 day of April, 1998.



Hassiba Boulmerka
Initial Manager and Member.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

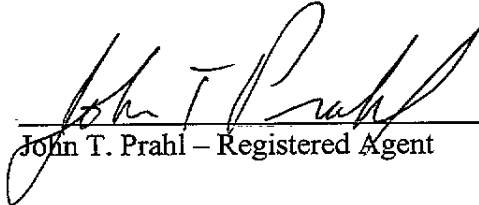
The name of the limited liability company is LA CHAMPIONNE PALACE, LLC

The name and address of the registered agent and office is:

John T. Prah, Esq., 2801 Ponce de Leon Blvd., Suite 1155, Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: April 24, 1998


John T. Prah – Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

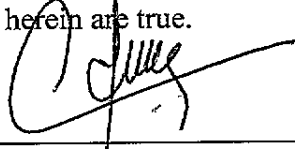
STATE OF FLORIDA)
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COUNTY OF MIAMI-DADE)

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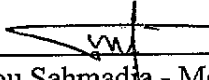
The undersigned members of LA CHAMPIONNE PALACE, LLC depose and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$500,000.00.
3. The agreed value of property other than cash contributed by member is \$0.00. A description of the property is attached and made a part of this Affidavit.
4. The total amount of cash or property anticipated to be contributed by members \$500,000.00. This total includes amounts from 2. and 3 above.

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

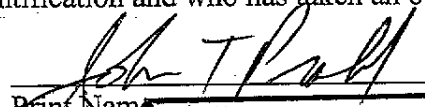


Hassiba Boulmerka – Member



Fliou Sahmadia - Member

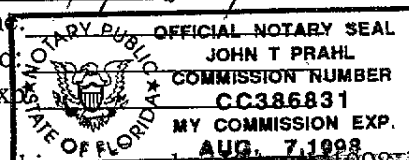
The foregoing instrument was acknowledged before me this 24 day of April, 1998, by Hassiba Boulmerka who is known to me, or who has produced Algerian Passport as identification and who has taken an oath.



Print Name:

Comm. No:

Comm. Exp:



The foregoing instrument was acknowledged before me this 24 day of April, 1998, by Fliou Sahmadia who is known to me, or who has produced Algerian Passport as identification and who has taken an oath.



Print Name:

Comm. No:

Comm. Exp:

