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LIMITED LIABILITY COMPANY

PAWS & CLAWS CAFE L.L.C.

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Page 1 of 4

**ARTICLES OF ORGANIZATION**  
**OF**  
**PAWS & CLAWS CAFE L.L.C.**

I hereby file these Articles of Organization as an authorized representative of a member of the limited liability company to be formed pursuant to these Articles of Organization and the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of the limited liability company to be formed hereunder is "Paws & Claws Cafe L.L.C."

**ARTICLE II**  
**PERIOD OF DURATION**

The period of duration shall be perpetual.

**ARTICLE III**  
**ADDRESS AND PLACE OF BUSINESS**

The address and the place of business in Florida for the limited liability company is 3936 West Kennedy Blvd, Suite B, Tampa, Florida 33609.

**ARTICLE IV**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the limited liability company's initial registered office in Florida is 1000 W. Horatio Street, Tampa, Florida 33606, and the name of its initial registered agent is Richard Di Marino. The limited liability company may change its

Prepared by:  
Olga M. Pina, Esq.  
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Tampa, Florida 33601  
(813) 228-7411  
Florida Bar No. 0966290

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Page 2 of 4

registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes.

#### **ARTICLE V** **POWERS**

The limited liability company shall have the power to take any and all lawful actions necessary, appropriate, proper, advisable, incidental or convenient to or for the furtherance of its purposes.

#### **ARTICLE VI** **PURPOSES**

The limited liability company may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

#### **ARTICLE VII** **MANAGEMENT**

All powers of the limited liability company shall be exercised by or under the authority of, and the business and affairs of the limited liability company shall be managed by or under the direction of the members. The names and current addresses of the members are as follows:

Richard Di Marino  
1000 W. Horatio Street Apt. 232  
Tampa, Florida 33606

Kassandra Di Marino  
1000 W. Horatio Street Apt. 232  
Tampa, Florida 33606

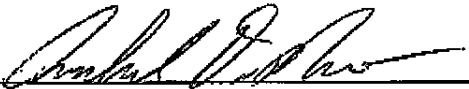
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Page 3 of 4

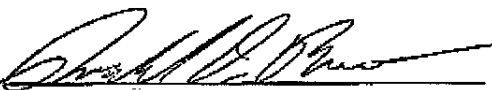
IN WITNESS THEREOF, the undersigned has executed these Articles of Organization this 28 day of September, 1998.

  
Richard Di Marino  
Authorized Representative

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of Paws & Claws Cafe L.L.C. the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 28 day of September, 1998.

  
Richard Di Marino  
Registered Agent

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Page 4 of 4

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned, as the authorized representative of a member of Paws & Claws Cafe L.L.C. (the "Company"), deposes and says:

1. The Company has at least one member, and the amount of cash initially contributed to the Company's capital by the members is \$65,000.00.
2. The agreed value of property other than cash contributed by members is \$0.00.
3. No additional amount of cash or property anticipated to be contributed by the members.
4. The total amount of cash, other property and anticipated additional contributions is \$65,000.00.
5. In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under penalties of perjury that, to the best of the undersigned's knowledge, the facts stated herein are true.

Signed this 28 day of September, 1998.

  
Richard Di Marino, Authorized  
Representative

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