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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Mercury South Beach,
LLC

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ARTICLES OF ORGANIZATION OF

MERCURY SOUTH BEACH, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is **MERCURY SOUTH BEACH, LLC.**
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is **100 COLLINS AVENUE, MIAMI BEACH, FL 33139.**
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to appointment as Registered Agent accompanies these Articles, is **RONALD S. MOLKO, 100 COLLINS AVENUE, MIAMI BEACH, FL 33139.**
6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

**GENE GARBARNICK
100 COLLINS AVENUE
MIAMI BEACH, FL 33139**

**GARRETT GARBARNICK
100 COLLINS AVENUE
MIAMI BEACH, FL 33139**

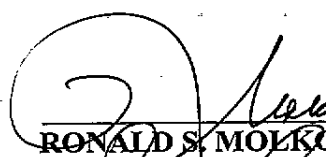
**RONALD S. MOLKO
100 COLLINS AVENUE
MIAMI BEACH, FL 33139**

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Capitalization.** The capital contribution of the Members, is \$10,000.00 consisting of cash.
9. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
10. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
11. **Management.** The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers according to the provisions of an operating agreement to be entered into between the manager(s) and the members of the Company. The name and address of the initial Managers of the Company are as follows:

GENE GRABARNICK
AND
RONALD S. MOLKO
100 COLLINS AVENUE
MIAMI BEACH, FL 33139

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TALLAHASSEE, FLORIDA

Dated: May 11, 1999


RONALD S. MOLKO

Dated: May 11, 1999

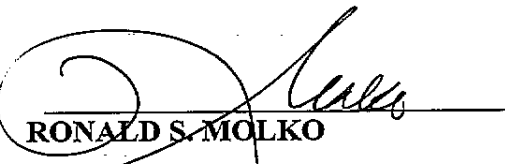

GENE GRABARNICK

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of **MERCURY SOUTH BEACH, LLC**, deposes and says:

1. The above-named limited liability company has three (3) initial Members;
2. The value of the property contributed by each Member consisting of **\$10,000.00 in cash, is as follows: RONALD S. MOLKO (\$5,000.00); GENE GRABARNICK (\$3,750.00) and GARRETT GRABARNICK (\$1,250.00).**
3. No other property or cash is being contributed by the members.
4. No additional property or cash is anticipated to be contributed by the members.
5. The total contribution by the Members is **\$10,000.00.**

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RONALD S. MOLKO

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

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **MERCURY SOUTH BEACH, LLC**

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

**RONALD S. MOLKO
100 COLLINS AVENUE
MIAMI BEACH, FL 33139**

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TALLAHASSEE, FLORIDA**

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 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.



RONALD L. MOLKO