

Division of Corporations

L99000004908

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LIMITED LIABILITY COMPANY

Parkwest Nightclub, LLC

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**ARTICLES OF ORGANIZATION
OF
PARKWEST NIGHTCLUB, LLC
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is PARKWEST NIGHTCLUB, LLC (the "Company").
2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.
4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office of the Company is: 2710 S.W. 31st Avenue, Miami, Florida 33133.
5. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Louis Puig, 2710 S.W. 31st Avenue, Miami, Florida 33133.
6. ADDITIONAL MEMBERS. Members may admit additional members upon the majority vote of the then existing members.
7. CONTINUITY; NO RIGHT TO DISTRIBUTION ON WITHDRAWAL. 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. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise, except as otherwise provided in the Regulations of this limited liability company.

FTL:604655:1

Prepared by: Robert F. Lewis, Esq. FL Bar #113999

Ruden, McClosky, et al.

701 Brickell Avenue, Suite 1900

Miami, Florida 33131

Phone: (305) 789-2700

FA#: H99-19744

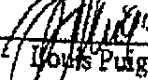
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8. MANAGEMENT. The business of the limited liability company shall be managed by one or more Managers. The name and address of the initial Manager, who will serve until the first annual meeting of members or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Parkwest Nightclub Corp.	2710 S.W. 31 st Avenue Miami, Florida 33133

The undersigned has executed these Articles of Organization on the ____ day of July, 1999.

PARKWEST NIGHTCLUB CORP., Manager

By: 
Louis Puig, President

FTL:604635:1

Prepared by: Robert F. Lewis, Esq. FL Bar #113999

Ruden, McClosky, et al.

701 Brickell Avenue, Suite 1900

Miami, Florida 33131

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**CERTIFICATION 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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: PARKWEST NIGHTCLUB, LLC.
2. The name and address of the registered agent and office is:

Louis Puig
2710 S.W. 31st Avenue
Miami, Florida 33133

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 its 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.



Louis Puig
Registered Agent

8-1-99

(Date)

FA#: H99-19744

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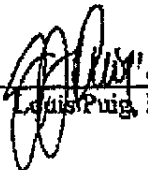
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned is an authorized representative of PARKWEST NIGHTCLUB, LLC.

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$100.00
3. No property other than cash is being contributed by the members.
4. The total amount of anticipated additional contributions by the members is none.

PARKWEST NIGHTCLUB CORP., Manager

By: _____



Louis Puig, President

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

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