

## Division of Corporations

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L99000005421

## Florida Department of State

Division of Corporations  
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From:  
Account Name : LEVINE & PARTNERS, P.A.  
Account Number : 074677001117  
Phone : (305) 372-1350  
Fax Number : (305) 372-1352

## LIMITED LIABILITY COMPANY

MANDALAY, LLC

W99-19895

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Katherine Harris  
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August 26, 1999

LEVINE & PARTNERS, P.A.

SUBJECT: MANDALAY, LLC  
REF: W99000019895

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The affidavit must state that the company has at least one member.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

FAX Aud. #: H99000021243  
Letter Number: 899A00042931

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ARTICLES OF ORGANIZATION  
OF  
MANDALAY, LLC

ARTICLE I  
NAME OF COMPANY

The name of this limited liability company shall be:

MANDALAY, LLC

ARTICLE II  
ADDRESS

The Company's mailing and street address is:

c/o Alan W. Levine, Esq.  
1110 Brickell Avenue, 7<sup>th</sup> Floor  
Miami, FL 33131

ARTICLE III  
DURATION

The period of the Company's duration shall not exceed seventy-five (75) years from the date of filing of these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations. The effective date of the Limited Liability Company shall be the date of filing with the Department of State.

Alan W. Levine, Esq.  
LEVINE & PARTNERS, P.A.  
1110 Brickell Avenue, 7th Floor  
Miami, Florida 33131  
Telephone: (305) 372-1350  
Florida Bar Number: 866822

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**ARTICLE IV**  
**NATURE OF BUSINESS**

The general purpose for which this Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND**  
**THE REGISTERED AGENT'S ADDRESS**

The Company's initial Registered Agent and the Registered Agent's address in the State of Florida shall be:

ALAN W. LEVINE, ESQ.  
LEVINE & PARTNERS, P.A.  
1110 Brickell Avenue  
7th floor  
Miami, Florida 33131

**ARTICLE VI**  
**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

**ARTICLE VII**  
**CONTINUATION OF BUSINESS**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

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**ARTICLE VIII**  
**MANAGEMENT OF THE COMPANY**

The Company is to be managed by a manager. The name and address of the manager is as follows:

Shawn Lustigman  
c/o Alan W. Levine, Esq.  
Levine & Partners, P.A.  
1110 Brickell Avenue  
7<sup>th</sup> Floor  
Miami, FL 33131

**ARTICLE IX**  
**REGULATIONS OF THE COMPANY**

The power to adopt, alter, amend or repeal the Regulations the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization.

**ARTICLE X**  
**COMMENCEMENT DATE**

Existence of the Company will commence upon the filing of these Articles.

**ARTICLE XI**  
**PROFITS/LOSSES**

The profits and losses of the Company shall be allocated among the members on the basis of each Member's relative capital account.

THE UNDERSIGNED, as the Manager of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

BY:   
SHAWN LUSTIGMAN, Manager

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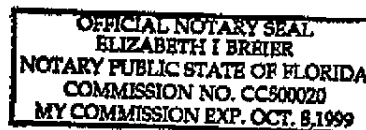
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STATE OF FLORIDA     )  
                              ):ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 25th day of August, 1999,  
by Shawn Lustigman, as Manager, and who is personally known to me.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



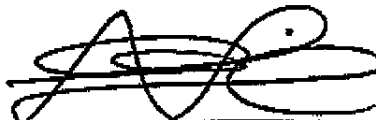
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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON  
WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of MANDALAY, LLC in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.



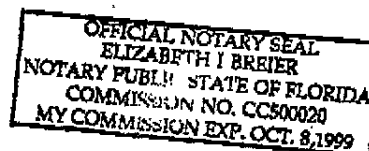
ALAN W. LEVINE

STATE OF FLORIDA     )  
                                      ):ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 25th day of August, 1999, by Alan W. Levine who is personally known to me.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, as Manager of MANDALAY, LLC (the "Company"), who upon being duly sworn, certifies the following:

1. As of the date hereof, the amount of capital contribution to the Company is \$5,000.00.
2. The amount of additional capital contributions to the Company to be made by the members is \$5,000.00.
3. There is no property other than capital contributed or to be contributed.
4. The Company has at least one member.

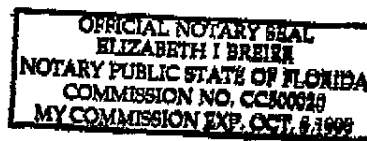
Dated: 8/25/99
  
 SHAWN LUSTIGMAN

STATE OF FLORIDA     )  
                                   ):ss  
 COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 25th day of August, 1999, by Shawn Lustigman who is personally known to me.

  
 NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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