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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone : (305) 541-3694

Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

opera garage, llc

5 OCT - 5 PM:17

EMPIRE CORPORATE KIT COMPANY

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Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

FOR

OPERA GARAGE, LLC

ARTICLE I. - NAME

The name of this Limited Liability Company ("Company") shall be:

OPERA GARAGE, LLC

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Company is:
c/o RSVP Metropolitan Parking, LLC, 333 Earle Ovington Drive, Suite 1030, Uniondale, NY
11553.

ARTICLE III. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to
law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by its sole Member; the name and address of such
Member is:

Name: Metropolitan Quik Park of South Florida, LLC

Address: c/o RSVP Metropolitan Parking, LLC
333 Earle Ovington Drive, Suite 1030
Uniondale, NY 11553

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of
the admissions shall be: new members may be admitted from time to time and upon such terms
and conditions as shall be determined by a unanimous vote of the holders of all of the
Membership Interests.

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ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

1)

2)

3)

is

Signature of a member or an authorized representative of a member

(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.)

By Jacob I. Sopher, as manager of M & E Holdings, LLC, member of Metropolitan Quik Park of South Florida, LLC, the sole Member of Opera Garage, LLC
Typed or printed name of signer

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THE PARTY HERETO HAS EXECUTED THESE ARTICLES OF ORGANIZATION
AS OF THE 6 DAY OF OCTOBER, 1999

METROPOLITAN QUIK PARK OF SOUTH FLORIDA,
LLC, a Delaware limited liability company

By: M & E HOLDINGS, LLC, a Delaware limited
liability company, Member

By:

Jacob L. Sopher, Manager

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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: OPERA GARAGE, LLC
2. The name and the Florida street address of the registered agent are:

PEDRO A. MARTIN, ESO.

NAME

Greenberg, Traurig, P.A.
1221 Brickell Avenue, Suite 2100
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33131
CITY, STATE AND ZIP

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.


SIGNATURE

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