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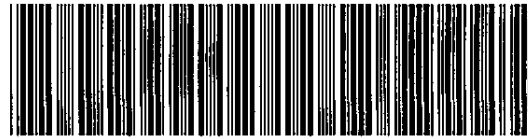
(Business Entity Name)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
10 OCT -7 AM 11:35

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: South Florida Entertainment Group Boca, LLC
(Name of Limited Liability Company)

The enclosed member, managing member or manager resignation and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

William Lay

(Contact Person)

South Florida entertainment group boca
(Firm Company)

1223 white Street Suite 101
(Address)

Key West, FL 33040
(City State and Zip Code)

For further information concerning this matter, please call:

William Lay at (305) 619-9958
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed please find a check made payable to the Florida Department of State for:



\$25 Filing Fee



\$55 Filing Fee &
Certified Copy

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RESIGNATION OF MICHAEL V. HENRY
AS MANAGER AND MEMBER OF
SOUTH FLORIDA ENTERTAINMENT GROUP BOCA, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

10 OCT -7 AM 11:35

I, MICHAEL V. HENRY, hereby tender my resignation from the office of Manager and as a Member of South Florida Entertainment Group Boca, LLC, said resignation to take effect at the conclusion of the Special Meeting of the Members and Managers of South Florida Entertainment Group Boca, LLC, at which this resignation is accepted.

DATED this 10th day of December, 2009.



MICHAEL V. HENRY

**AGREEMENT TO SURRENDER INTEREST IN LIMITED
LIABILITY COMPANY AND GENERAL RELEASE OF ALL CLAIMS**

This Agreement to Surrender Interest in Limited Liability Company and General Release of Claims entered into this 10th day of December, 2009, between MICHAEL VINCENT HENRY ("Henry"); and SOUTH FLORIDA ENTERTAINMENT GROUP BOCA, LLC, a Florida limited liability company (the "Company").

WHEREAS, Henry is the owner and holder of ten membership units representing a ten percent (10%) interest in the Company, and

WHEREAS, certain disputes have arisen between the Henry and the Company, and

WHEREAS, Henry and the Company now wish to resolve all controversies between them and to settle their differences; and

WHEREAS, Henry agrees to surrender all of his right, title, and interest in the Company, and take any and all necessary action to memorialize said surrender, and the Company agrees to accept said surrender.

NOW THEREFORE, in consideration of the mutual terms and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Henry does hereby surrender to the Company, all of his right, title, and interest in and to the Company.
2. Concurrent with the execution hereof, Henry agrees to execute the reverse side of South Florida Entertainment Group Membership Certificate No. 7, said certificate representing ten membership units (10%) in the Company, thereby transferring all interest of Henry in the Company, to the Company, said surrender to be without payment or compensation to Henry.
3. Henry, on his/her own behalf, and on behalf of his/her successors, heirs, and assigns, hereby releases and forever discharges the Company, its members, partners, agents,

employees, affiliates, officers, directors, successors, heirs, and assigns from any and all liability, claims, demands, rights and causes of action, known or unknown, vested or contingent, which he/she had, has or may have from the beginning of the time, until the date of this Agreement, against the Company, including, without limitation, any and all claims, demands, rights and causes of action, that were, or could have been asserted in connection with the business known as "Gatsby's" located at 5970 SW 18th Street, Boca Raton, Florida.

4. The Company, on its own behalf, and on behalf of its members, partners, agents, employees, affiliates, officers, directors, successors, heirs, and assigns, hereby releases and forever discharges Henry, his/her successors, heirs, and assigns, from any and all liability, claims, demands, rights and causes of action, known or unknown, vested or contingent, which the Company had, has or may have from the beginning of the time, until the date of this Agreement, against Henry, including, without limitation, any and all claims, demands, rights and causes of action, that were, or could have been asserted in connection with the business known as "Gatsby's" located at 5970 SW 18th Street, Boca Raton, Florida.

5. The undersigned hereby agree to hold in strict confidence and not use or disclose to any other person or entity, without the prior written consent of the other party hereto, all confidential information obtained in connection with the business known as "Gatsby's" and this Agreement to Surrender Interest in Limited Liability Company and General Release of Claims. Neither the parties hereto, nor their respective employees, agents, associates, independent contractors, and/or affiliates shall make disclosure of any confidential information, nor the terms of this transaction.



MICHAEL VINCENT HENRY

SOUTH FLORIDA ENTERTAINMENT GROUP BOCA, LLC



BY: WILLIAM J. LAY, MANAGING MEMBER