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 DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Hard Rock Cafe Franchise Group, LLC

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
HARD ROCK CAFE FRANCHISE GROUP, LLC**

The undersigned Member or Authorized Representative of a Member signs these Articles of Organization and forms a limited liability company (the "Company") under the Florida Limited Liability Company Act (the "Act"), as follows:

**ARTICLE I.
NAME**

The name of the Company is: Hard Rock Cafe Franchise Group, LLC.

**ARTICLE II.
MAILING ADDRESS AND STREET ADDRESS**

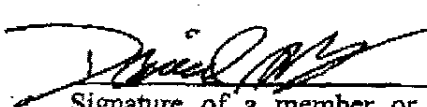
The mailing address and street address of the principal office of the Company is: 6100 Old Park Lane, Orlando, Florida 32855.

**ARTICLE III.
EXISTENCE**

The date when the Company's existence will commence is October 4, 2004, in accordance with Section 608.409(1) of the Act.

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Company are: David A. Beyer, c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602.


Signature of a member or an authorized
representative of a member
David A. Beyer
(Typed or printed name of signee)

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ACCEPTANCE BY REGISTERED AGENT

I accept the appointment as Registered Agent of the Company to accept service of process on its behalf at the place designated in these Articles of Organization. I am familiar with, and accept, the obligations of my position as registered agent as provided for in the Act.


DAVID A. BEYER