



THE UNITED STATES  
CORPORATION  
COMPANY

000000004589

ACCOUNT NO. : 072100000032

REFERENCE : 670218 5030952

AUTHORIZATION :

*Patricia P...*

COST LIMIT : \$ 155.00

FILED  
00 APR 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 20, 2000

ORDER TIME : 12:39 PM

ORDER NO. : 670218-005

CUSTOMER NO: 5030952

700003217007--1

CUSTOMER: Ms. Penny Arbulu  
PHILLIPS EISINGER & KOSS,  
PHILLIPS EISINGER & KOSS,  
Suite 265 South  
4000 Hollywood Boulevard  
Hollywood, FL 33021

DOMESTIC FILING

NAME: ARQ-KSS SPORTS DESIGN, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

100-4589

Name	<i>[Signature]</i>
Available	<i>[Signature]</i>
Domestic	<i>[Signature]</i>
Foreign	<i>[Signature]</i>
Attending	<i>[Signature]</i>
Verifying	<i>[Signature]</i>
Acknowledged	<i>[Signature]</i>
W. P. V...	<i>[Signature]</i>

RECEIVED  
00 APR 20 PM 2:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
FOR  
ARQ-KSS SPORTS DESIGN, L.L.C.**

**I.**

**NAME**

The name of the limited liability company (the "Company") is

**ARQ-KSS SPORTS DESIGN, L.L.C.**

**II.**

**DURATION**

The period of duration of the Company is perpetual unless terminated pursuant to its Operating Agreement.

**III.**

**BUSINESS ADDRESS**

The mailing address and principal place of business of the Company 550 Brickell Avenue, Suite 200, Miami, Florida 33131.

**IV.**

**REGISTERED AGENT**

The name and address of the initial registered agent of the Company in the State of Florida is GARY S. PHILLIPS, ESQ., 4000 Hollywood Boulevard, Suite 265-South, Hollywood, Florida 33021.

FILED  
00 APR 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

V.

**ADDITIONAL MEMBERS**

The Company shall initially have five (5) Members. No additional Members shall be added except by consent of the owners of a majority of the Membership Interest in the Company.

VI.

**CONTINUITY OF BUSINESS**

The right, if given, of the remaining 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 continued membership of a Member in the Company shall be as set forth in the Operating Agreement of the Company.

VII.

**MANAGEMENT**

Subject to the right(s) of the Members to elect a Manager or Managers as set forth in the Operating Agreement of the Company, the day-to-day management of the Company is reserved to the Member whose name and address is:

ARQ SPORTS DESIGN, INC.

550 Brickell Avenue, Suite 200  
Miami, Florida 33131

FILED

00 APR 20 PM 3:48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VIII.

**SUBSCRIBER**

The name and address of the person executing these Articles of Organization as a Member of the Company is ARQ SPORTS DESIGN, INC., by its President BERNARDO FORT-BRESCIA, 550 Brickell Avenue, Suite 200, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 10 day of April, 2000.

  
BERNARDO FORT-BRESCIA

STATE OF Florida )  
COUNTY OF Dade )  
:SS

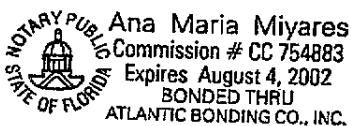
BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared BERNARDO FORT-BRESCIA, as President of ARQ SPORTS DESIGN, INC., personally known to me, or who has produced \_\_\_\_\_ as identification, to be the person who, as a Member, executed the foregoing Articles of Organization of ARQ-KSS SPORTS DESIGN, L.L.C., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 10 day of April, 2000.

  
NOTARY PUBLIC - State of Florida

Ana Maria Miyares  
Name of Notary - Please Print

My Commission Expires:

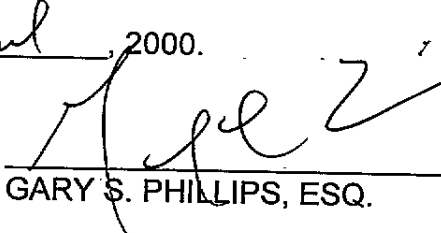


FILED  
00 APR 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 19 DAY OF April, 2000.

  
GARY S. PHILLIPS, ESQ.

00 APR 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED