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ACCOUNT NO. : 072100000032

REFERENCE : 756194 7108498

AUTHORIZATION :

Patricia Pignato

MJH

COST LIMIT : \$ 125.00

ORDER DATE : July 7, 2000

ORDER TIME : 10:46 AM

ORDER NO. : 756194-005

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CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Beck & Poliakoff, P.a.

Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

DOMESTIC FILING

NAME: CRUISE ENTERTAINMENT
PRODUCTIONS, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 PM 2:26

RECEIVED
00 JUL -7 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL -7 PM 2:26

**ARTICLES OF ORGANIZATION
OF
CRUISE ENTERTAINMENT PRODUCTIONS, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I - NAME

The name of this limited liability company (the "Company") shall be **CRUISE ENTERTAINMENT PRODUCTIONS, L.C.**

ARTICLE II - DURATION

The Company shall exist for not more than 30 years from the filing date of these Articles.

ARTICLE III - PURPOSE

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV - INITIAL PLACE OF BUSINESS

The initial principal place of business of the Company shall be Suite 425A, 200 South Park Road, Hollywood, Florida 33021 and the initial mailing address of the Company is Suite 425A, 200 South Park Road, Hollywood, Florida 33021.

**ARTICLE V - REGISTERED OFFICE
AND REGISTERED AGENT**

The registered office of the Company shall be Suite 100, 5201 Blue Lagoon Drive, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name of the initial registered agent located at that address shall be Richard J. Alan Cahan.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Membership Interests of the Company, as defined in the Operating Agreement of the Company (the "Operating Agreement"), upon the written application of such new member and in the manner set forth in the Operating Agreement.

ARTICLE VII - INITIAL MEMBERS

The names and addresses of the initial members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
GLOBAL MEDIA CONSULTANTS, LLC	c/o Ellis Kahn, as Attorney-in-Fact Suite 425A, 200 S. Park Road Hollywood, Florida 33021
MEG PORTER BERNS and GARY BERNS, husband and wife, tenants-by-the- entireties	c/o MegMedia Productions 7415 South A1A, Suite 203 Melbourne Beach, FL 32951
MARILYN YOUNG	<u>781 N.E. 19th St #207</u> <u>MIA FL 33179</u>

ARTICLE VIII - MANAGEMENT OF BUSINESS

Subject to the terms of the Operating Agreement, the business of the Company shall be managed by the Manager:

<u>NAME</u>	<u>ADDRESS</u>
ELLIS KAHN	Suite 425A, 200 South Park Road Hollywood, Florida 33021

ARTICLE IX -

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Subject to the terms and conditions of the Operating Agreement upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless a majority of the Membership Interests, as defined subject to the terms and conditions of the Operating Agreement, consent to continue the business of the Company, or by amendment to these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE X - OPERATING AGREEMENT

At the time of executing these Articles of Organization, the members of the limited liability company shall adopt the Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the Members of this Company. For purposes of these Articles of Organization and any other matter relating to the Company, the Operating Agreement of the Company shall be deemed the Regulations of the Company pursuant to appropriate provisions of Florida Statutes and the terms "Operating Agreement" and "Regulations" may be used interchangeably.

ARTICLE XI - AMENDMENTS

These Articles may be amended from time to time pursuant to the terms and conditions set forth in the Operating Agreement, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 14 day of June, 2000.



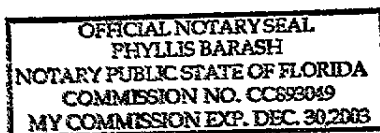
ELLIS KAHN, MEMBER/MANAGER

STATE OF FLORIDA)
)
COUNTY OF BROWARD) SS.

The foregoing Articles of Organization was acknowledged before me this 14 day of June, 2000 by **ELLIS KAHN**, who has produced a valid drivers license or passport for identification and who did (not) take an oath.

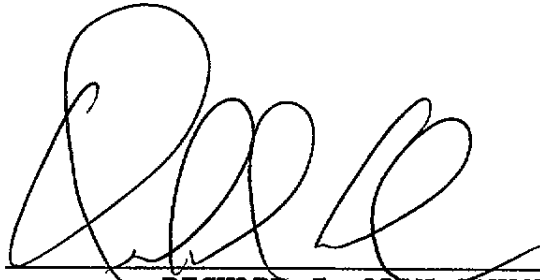
Phyllis Barash
_____, Notary Public
State of Florida

My Commission Expires:



REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, **CRUISE ENTERTAINMENT PRODUCTIONS, L.C.**, as stated in the Articles of Organization.



A handwritten signature in black ink, appearing to read 'RJC', is written over a horizontal line. Below the line, the name 'RICHARD J. ALAN CAHAN' is printed in a bold, sans-serif font.

RICHARD J. ALAN CAHAN