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ARTICLES OF ORGANIZATION
OF
MY EMOTIONS AT THE FALLS, LLC

The undersigned, as the authorized representative of the initial member of MY EMOTIONS AT THE FALLS, LLC, a Florida limited liability company formed hereunder (the "Company"), on behalf of the members of the Company, hereby forms a limited liability company under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
COMPANY NAME

The name of the company is MY EMOTIONS AT THE FALLS, LLC.

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III
MAILING ADDRESS AND STREET ADDRESS OF COMPANY

The mailing address and the street address of the principal office of the Company is:

500 East Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394

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ARTICLE IV
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Conrad J. Boyle, Esq.
Mombach, Boyle & Hardin, P.A.
500 East Broward Boulevard
Suite 1950
Fort Lauderdale, Florida 33394

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ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

Members shall have the right to admit new members by the unanimous consent of the members. Any new member shall be required to comply with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

ARTICLE VI
RIGHT OF REMAINING MEMBERS TO CONTINUE THE COMPANY

In the event of 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, the remaining members of the Company shall have the right to continue the business of the Company subject to and in accordance with these Articles of Organization, the Regulations, the Act and such other documents, rules, regulations or guidelines as the members may from time to time determine in their sole discretion.

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ARTICLE VII
MANAGEMENT

The Company shall be managed by the members. The name and address of the sole initial member is set forth below:

Thomas A. Souza
500 East Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394

The name and address of the initial Managing Member is set forth below:

Thomas A. Souza
500 East Broward Blvd., Suite 1950
Fort Lauderdale, Florida 33394

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ARTICLE VIII
DISSOLUTION OF COMPANY

The Company may be dissolved only in accordance with the Act and the Regulations of the Company as may be adopted from time to time by the members of the Company.

ARTICLE IX
AMENDMENT TO ARTICLES OF ORGANIZATION

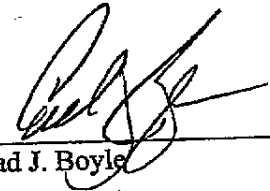
Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and the Regulations of the Company adopted by the members from time to time.

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Having been named as registered agent and to accept service of process for the above 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 as provided for in Chapter 608, F.S.

DATED this 27th day of July, 2000.



Conrad J. Boyle

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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