

CT CORPORATION SYSTEM

CORPORATION(S) NAME

L000000016146

Turtleball, L.L.C.

600003514496--7
-12/27/00--01048--023
****125.00 ****125.00

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> <i>LLC Articles</i> | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

DIVISION OF CORPORATION

00 DEC 27 PM 2:03

RECEIVED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/27/00

Order#: 3490508

Ref#: _____

Amount: \$ _____

00 DEC 27 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

9
JB
12-27-00

ARTICLES OF ORGANIZATION OF TURTLEBALL, L.L.C.

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

I. NAME

The name of the limited liability company is TURTLEBALL, L.L.C. (the "Company").

II. PURPOSE

The purpose of the Company shall be to conduct all business that a limited liability company can conduct under the laws of the State of Florida.

III. PRINCIPAL OFFICE

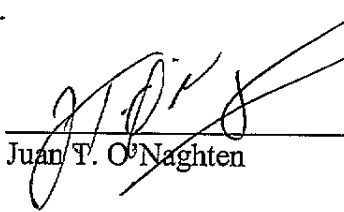
The mailing and street address of this Company's principal office shall be 7845 S.W. 67th Terrace, Miami, Florida 33143.

IV. REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this Company shall be Juan T. O'Naghten, whose business address is Suite 200, Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133, which shall be the registered office of this limited liability company.

V. MANAGEMENT BY MANAGER

This Company shall be manager-managed company.



Juan T. O'Naghten

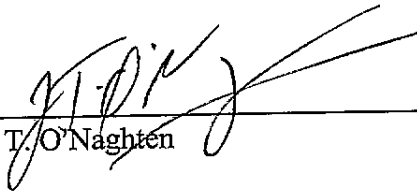
00 DEC 27 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
TURTLEBALL, L.L.C.**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: December 26, 2000



Juan T. O'Naghten

00 DEC 27 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED