

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Club Cosmopolitan, LLC

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Signature

Requested by: DR

Name

Date

Time

1-9-01

11:27

NO. 1-11-01 6-11-01

1-9-01

ARTICLES OF ORGANIZATION
OF
CLUB COSMOPOLITAN, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statute 608, hereby make, acknowledge, and file the file Articles of Organization.

ARTICLE I—NAME

The name of the Limited Liability Company shall be CLUB COSMOPOLITAN, LLC- (hereinafter referred to as "the company").

ARTICLE II—ADDRESS

The mailing address and street address of the principal office of the company is 2750 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306.

ARTICLE III—DURATION

The company shall commence its existence on the date the Articles of Organization are filed with the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier or these articles are amended to extend the termination date as provided in these Articles of Organization, the Limited Liability Company Agreement and/or other such regulations.

ARTICLE IV—REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are Jamison Troutman 2750 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306.

ARTICLE V—CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property as set forth in the regulations, and there shall be four different classes or levels of members as set forth in the regulations.

ARTICLE VI—ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all members, or as provided in the regulations.

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ARTICLE VII—ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous consent of all members of the company and on such terms and conditions as shall be determined by the members or regulations. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless the requisite members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

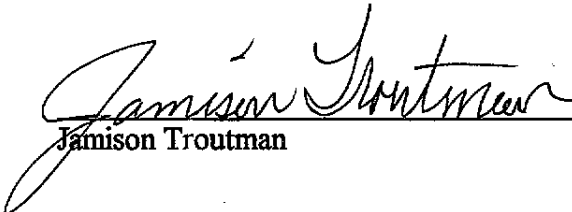
ARTICLE VIII—MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by vote of all of the remaining members.

ARTICLE IX—MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The name and address of one of the initial managing members of the company is Jamison Troutman

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed theses Articles of Organization at Lighthouse Point, Florida on January 8th, 2001.



Jamison Troutman

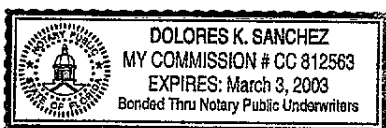
STATE OF FLORIDA

COUNTY OF BROWARD

This document was sworn to and subscribed to before me, the undersigned authority, by Jamison Troutman who has produced drivers license as identification or is known to me personally this 8th day of January, 2001.



Notary Public, State of FLORIDA



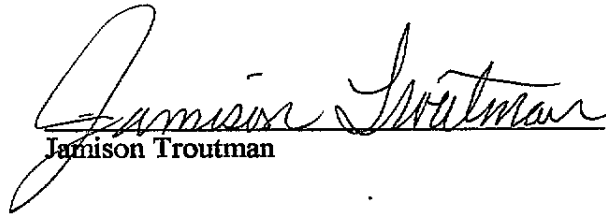
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**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE/REGISTERED AGENT**

Under the provisions of Florida Statute 608.415, CLUB COSMOPOLITAN, LLC submits the following statement to designate a registered office and registered agent in the State of Florida:

1. The name of the Limited Liability Company is CLUB COSMOPOLITAN, LLC.
2. The name and the street address of the registered agent in Florida are Jamison Troutman 2750 E. Oakland Park Blvd. Ft. Lauderdale, FL 33306.

The undersigned, being the person named in the Articles of Organization of CLUB COSMOPOLITAN, LLC. as the registered agent of this Limited Liability Company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Jamison Troutman

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