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Telephone: (561) 684-3199/Facsimile: (561) 355-4234

December 5, 2001

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VIA PRIORITY MAIL
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing of Application for WAX POETICS, L.L.C.

Dear Sir or Madam:

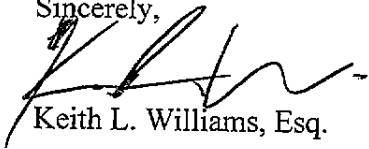
Enclosed for filing with the Florida Secretary of State are the following:

1. Articles of Organization for WAX POETICS, L.L.C.;
2. Affidavit of Membership and Contribution;
3. Certificate of Designation of Registered Agent/Registered Office;
4. A check in the amount of \$160.00 to cover the new Florida LLC filing fee, registered agent fee, certified copy of record, and certificate of status.

Once the filing has been completed, please return the filed Articles to my office in the enclosed self-addressed, stamped envelope.

Please contact me with any questions. Thank you for your consideration and cooperation.

Sincerely,


Keith L. Williams, Esq.

Enclosures
cc: Andre D. Torres
Brian DiGenti
Kevin DeBernardi

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01 DEC 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
WAX POETICS, L.L.C.
a Florida Limited Liability Company**

The undersigned, ANDRE D. TORRES, for the purposes of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, F.S., does hereby make, acknowledge, and file the following Articles of Organization.

**Article I
COMPANY NAME**

The name of the limited liability company (hereinafter the Company) shall be **WAX POETICS, L.L.C.**

**Article II
PRINCIPAL PLACE OF BUSINESS**

The initial mailing address and street address of the principal office of the Company shall be 263 Westminister Road, Brooklyn, New York 11218.

**Article III
REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Keith L. Williams, Esquire, 22102 Glenmoor Drive, West Palm Beach, Florida 33409.

**Article IV
DURATION**

The Company's duration shall be perpetual. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other event that would terminate the continued membership of a Member in the Company, the remaining members shall have the right to unanimously agree to continue the business of the Company provided there is at least ONE (1) remaining Member.

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TALLAHASSEE, FLORIDA

Article V
CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash, property, or services rendered as set forth in Exhibit A.

Article VI
ADDITIONAL CAPITAL CONTRIBUTIONS

Members may make additional capital contributions to the company as set forth in the regulations of the Company.

Article VII
ADOPTION OF REGULATIONS

The initial Regulations of the Company shall be adopted by the Company's initial Members. The 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.

Article VIII
MANAGEMENT

The Company shall be managed by Managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The names and addresses of the Managers of the Company who are to serve as Managers until the first annual meeting of Members or until their successors are elected or qualify are:

Andre D. Torres	Brian DiGenti	Kevin DeBernardi
263 Westminster Road	1405 Rubenstein Avenue	1270 Rubenstein Ave.
Brooklyn, New York 11218	Cardiff by the Sea, CA 92007	Cardiff by the Sea, CA 92007

Article IX
ADMISSION OF NEW MEMBERS

Additional members may be admitted to the Company as set forth in the regulations of the Company. A Member may transfer his or her interest in 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 transfer is in accordance with the regulations of the Company.

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Article X
TERMINATION OF EXISTENCE

The Members of the Company shall have the right, as set forth in the regulations of the Company, to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company.

IN WITNESS WHEREOF, the undersigned, being a Member of the Company has executed these Articles of Organization effective as of the 28 day of November, 2001, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act.

WAX POETICS, L.L.C.,
A Florida limited liability company,

By: _____

Andre D. Torres,
CEO

ACCEPTANCE BY REGISTERED AGENT

I, KEITH L. WILLIAMS, having been designated to act as registered agent and to accept service of process for the above stated limited liability company at the place designated hereinabove, 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, am familiar with and accept the designations of my position as registered agent.

KEITH L. WILLIAMS, ESQ.
Registered Agent

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TALLAHASSEE, FLORIDA

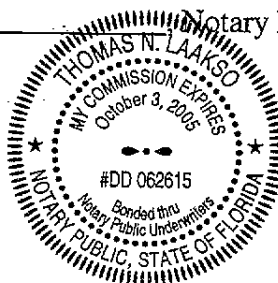
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SWORN TO AND SUBSCRIBED before me this 4 day of December 2001, by Keith L. Williams, who is personally known to me or who presented sufficient identification.

Number DD 062615

Commission Expires 10/05



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

The name of the Limited Liability Company is:


WAX POETICS, L.L.C.

The name and address of the registered agent and office is:

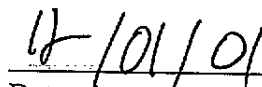
Keith L. Williams, Esquire
22102 Glenmoor Drive
West Palm Beach, Florida 33409

Having been named as registered agent and to accept service of process for the above stated
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, am
familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENT:



Keith L. Williams, Esquire



Date

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TALLAHASSEE, FLORIDA