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LAW OFFICES OF
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January 24, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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W02-2631

Re: Fischer Securities Special Events Marketing and Management
of Athletes, Corporations and Entertainers, LLC

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization of Fischer Securities Special Events Marketing and Management of Athletes, Corporations and Entertainers, LLC and a check in the amount of \$125.00 to cover the cost of filing same.

If you should have any questions, please do not hesitate to call.

Very truly yours,

ROKNICH, GIBSON & KOHL-HELBIG, P.A.

By:

Lauren Kohl-Helbig

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 30, 2002

ROKNICH GIBSON & KOHL - HELBIG, P.L.
1800 2ND STREET
STE 901
SARASOTA, FL 34236

SUBJECT: FISCHER SECURITIES SPECIAL EVENTS MARKETING AND
MANAGMENT OF ATHLETES, CORPORATIONS AND ENTERTAINERS, LLC
Ref. Number: W02000002631

We have received your document for FISCHER SECURITIES SPECIAL
EVENTS MARKETING AND MANAGMENT OF ATHLETES, CORPORATIONS
AND ENTERTAINERS, LLC and your check(s) totaling \$125.00. However, the
enclosed document has not been filed and is being returned for the following
correction(s):

The name of the entity cannot include "CORPORATION." This word/abbreviation
is readily associated with or is commonly used to denote another type of entity.
Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6097.

Michael Mays
Document Specialist

Letter Number: 502A00005564

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
FISCHER SECURITIES SPECIAL EVENTS MARKETING AND MANAGEMENT
OF ATHLETES AND ENTERTAINERS, LLC

The undersigned certify that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be FISCHER SECURITIES SPECIAL EVENTS MARKETING AND MANAGEMENT OF ATHLETES AND ENTERTAINERS, LLC, and its mailing address and principal place of business shall be 6021 Medici Court, #202, Sarasota, Florida 34243 in the County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any lawful business or activity.
2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
3. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

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Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company

may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the Manager of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company. In the event that a unanimous vote cannot be reached, then the provisions of the Company Operating Agreement shall apply.

ARTICLE IV

MANAGEMENT

This limited liability company is to be managed by its sole Member. The name and address of the sole Member is as follows:

Douglas A. Fischer
6021 Medici Court #202
Sarasota, Florida 34243

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On 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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members. The member or

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TALLAHASSEE, FLORIDA

members continuing the business shall compensate the departing member pursuant to the regulations of this limited liability company contained in the separate agreement.

ARTICLE VI

DURATION

The date and time when the existence of the limited liability company shall commence shall be upon filing with the Florida Secretary of State. This limited liability company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office of the limited liability company is Douglas A. Fischer, 6021 Medici Court, #202, Sarasota, Florida 34243, County of Sarasota, State of Florida,.

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, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


Douglas A. Fischer

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The undersigned, being the sole Member of the limited liability company, certify that this instrument constitutes the Articles of Organization of FISCHER SECURITIES SPECIAL EVENTS MARKETING AND MANAGEMENT OF ATHLETES, AND ENTERTAINERS, LLC.

Executed by the undersigned on January 23, 2002.


Douglas A. Fischer

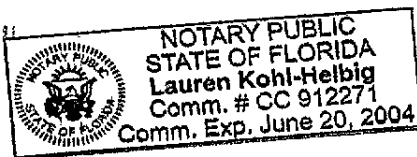
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 23rd day of January, 2002, by Douglas A. Fischer, as sole Members on behalf of FISCHER SECURITIES LLC, a limited liability company, who is (Notary choose one) [✓] personally known to me, or [] who have produced _____ as identification.



Signature of Notary Public

Printed name of Notary Public
My Commission expires:



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TALLAHASSEE, FLORIDA