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FILED
2002 MAY 31 PM 2:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 30, 2001

Via Federal Express Airbill
No. 8311 5205 1491

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700005662827--7

-05/31/02--01047--007

***130.00 ***130.00

Re: Articles of Organization of Nothing Entertainment RS, L.L.C.

Dear Sir/Madam:

Enclosed for filing is an original and one copy of the properly executed Articles of Organization of Nothing Entertainment RS, L.L.C. with Exhibit "A" and Acceptance of Registered Agent. Also enclosed is our firm's check in the amount of \$130.00, made payable to the Florida Department of State, for the filing fees.

Please return (a) the "Filed" copies of the Articles of Organization (b) Acceptance of Registered Agent, and (c) the Certificate of Status to us in the enclosed Federal Express envelope with airbill.

If you have any questions, please call.

Sincerely yours,

THE SOLOMON TROPP LAW GROUP, P.A.

By: _____

F. Lorraine Jahn

FLJ/YYL
Enclosure

**ARTICLES OF ORGANIZATION
OF
NOTHING ENTERTAINMENT RS, L.L.C.**

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

ARTICLE I -- NAME

The name of the limited liability company shall be Nothing Entertainment RS, L.L.C. (the "**Company**").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 1108 Kane Concourse, Suite 310, Bay Harbor Islands, Florida 33154.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization or the members of the company shall consent to continue the Company.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is F. Lorraine Jahn, 400 North Ashley Plaza, Suite 3000, Tampa, Florida 33602-4331.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. 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 all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

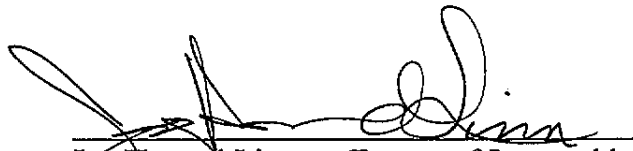
The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two 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 names and address of the members of the company are:

NAME	ADDRESS
Jay Howard Linn, as Trustee of Irrevocable Trust Agreement "Number III"	1108 Kane Concourse, Suite 310 Bay Harbor Islands, FL 33154

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at _____, Miami-Dade County, Florida, on this 23 day of May 2002.

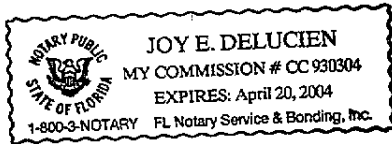

Jay Howard Linn, as Trustee of Irrevocable
Trust Agreement "Number III"

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 23 day of May, 2002 by Jay Howard Linn, as Trustee of Irrevocable Trust Agreement "Number III", who is personally known to me or who has presented FL Drivers License as identification.



Joy E. Delucien
Notary Public
State of Florida

My commission expires:

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EXHIBIT "A"

Member's Name and Address	Number of Units
Jay Howard Linn, as Trustee of Irrevocable Trust Agreement "Number III" 1108 Kane Concourse, Suite 310 Bay Harbor Islands, Florida 33154	50 Units
Jeffrey Sass 4901 S. W. 167th Avenue Fort Lauderdale, Florida 33331	50 Units

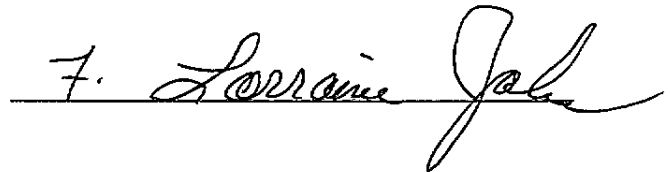
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Nothing Entertainment RS, L.L.C., 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.

Dated: May 28 2002.

F. LORRAINE JAHN
400 North Ashley Plaza, Suite 3000
Tampa, Florida 33602-4331

A handwritten signature in cursive script, reading "F. Lorraine Jahn", written over a horizontal line.

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