

LO2000019058
Stuart M. Smith, P.A.

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July 24, 2002

Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

300006700493--4
-07/26/02--01029--013
***125.00 ***125.00

Re: Articles of Organization / El-Go Team USA, L.L.C.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above referenced company. Please file the original Articles and return the copy to me with the filing confirmation letter at the mailing address below:

Stuart M. Smith, Esq.
STUART M. SMITH, P.A.
633 S.E. 3rd Avenue, Suite 301
Ft. Lauderdale, Florida 33301

Also enclosed is a check in the amount of \$125.00 representing the costs of filing the Articles of Incorporation and the Registered Agent designation. The effective date of the company will be upon the filing of the Articles with the Division.

Thank you in advance for your immediate attention to this matter. Please do not hesitate to contact this office with any of your questions or concerns.

Sincerely,


Stuart M. Smith, Esq.

SMS:bms
Enclosure

ARTICLES OF ORGANIZATION
OF
El-Go Team USA, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 El-Go Team USA, L.L.C. ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be Trade Center South / Suite 930, 100 West Cypress Creek Road, Fort Lauderdale, Florida 33309-2112


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.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida is **Stuart M. Smith, Esq.**, 633 S.E. 3rd Avenue, Suite 301, Fort Lauderdale, Florida 33301.

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 in Chapter 608, Florida Statutes.



Stuart M. Smith, Esq.
Registered Agent

ARTICLE V - INITIAL MEMBERS

The initial members of the limited liability company shall be Gary Zeller, William Garrison, and Ady Halpern.

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TALLAHASSEE, FLORIDA
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ARTICLE VI -- 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.

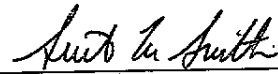
ARTICLE VII -- TERMINATION OF EXISTENCE

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 VIII -- MANAGEMENT

The company shall be managed by a manager 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 the initial manager of the company is Gary Zeller.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Fort Lauderdale, Florida, on this 24th day of July, 2002.


Stuart M. Smith, Esq.
Organizer of LLC
633 S.E. 3rd Avenue / Suite 301
Fort Lauderdale, Florida 33301

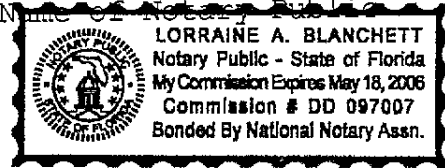
STATE OF FLORIDA
COUNTY OF BROWARD

Sworn to (or affirmed) and subscribed before me this 24th day of July, 2002, by Stuart M. Smith, who is personally known to me and who did take an oath.

Lorraine A. Blanchett
Notary Public -- State of Florida

Print, Type, or Stamp

Commissioned Name of Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA