

L03 000005441

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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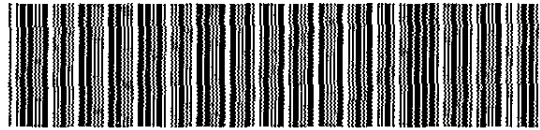
(Business Entity Name)

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ACCOUNT NO. : 072100000032

REFERENCE : 929887 7292882

AUTHORIZATION : *Patricia Pizjito*

COST LIMIT : \$ 155.00

ORDER DATE : February 12, 2003

ORDER TIME : 4:45 PM

ORDER NO. : 929887-005

CUSTOMER NO: 7292882

CUSTOMER: Mr. Chris Hudson
Delancyhill, P.a.

Suite 950 - Colonial Bank Ctr
1200 Brickell Ave.
Miami, FL 33131

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CLERK OF STATE
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DOMESTIC FILING

NAME: URBAN PLAY WORLD, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied - EXT. 1136

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
URBAN PLAY WORLD, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be URBAN PLAY WORLD, LLC (the "Company").

ARTICLE II. ADDRESS

The mailing address of the principal office of the Company shall be 643 N.E. 125th Street, North Miami, FL 33161.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Marlon A. Hill, Esq., 1200 Brickell Avenue, Suite 950, Miami, FL 33131.

ARTICLE VI. MANAGEMENT

The Company shall be managed by members in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

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ARTICLE VII. AMENDMENT

The Articles may be amended only by the majority consent of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 12th day of February, 2003.



Marlon A. Hill, Esq.

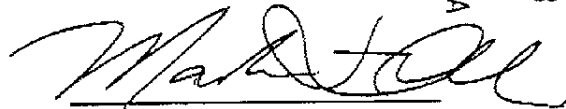
Authorized Representative

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of URBAN PLAY WORLD, 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 applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

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Marlon A. Hill, Esq.

Registered Agent

Dated: February 12th, 2003