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L03-7948
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Marc D. Kleiner, PA

19400 N.E. 23rd Ave.

Miami, Florida 33180

Telephone (305) 310-9715 Facsimile (305) 931-0940

Marc D. Kleiner*

*licensed in Florida and New Jersey

February 27, 2003

Department of State
Division of Corporations
Corporate Filing
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Urbana Entertainment L.L.C.

Enclosed is an original and one copy of the articles of organization and a check for:

()
Filing Fee
and Registered
Agent
Designation

()
Filing Fee,
Registered Agent
Designation, and
Certificate of
Status

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Filing Fee,
Registered Agent
Designation, and
Certified Copy

()
Filing Fee,
Registered Agent
Designation,
Certified Copy, and
Certificate of
Status

Please forward the Certified Copy to the above listed address.

Sincerely,


Marc Kleiner
For the Firm

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CORPORATE
DIVISION
TALLAHASSEE, FLORIDA
FEB 28 2003
9:09

ARTICLES OF ORGANIZATION
OF
URBANA ENTERTAINMENT, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

NAME

The name of the limited liability company is URBANA ENTERTAINMENT L.L.C.

ARTICLE II

DURATION AND EFFECTIVE DATE

The period of this company's duration shall commence upon the filing of these Articles of Organization with the Department of State and shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of a majority in interest of the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

PURPOSE

The company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 608, Florida Statutes, as amended and supplemented.

This instrument Prepared By:
Marc Kleiner
Marc D. Kleiner P.A.
19400 N.E. 23 Ave
Miami, FL 33180
(305) 310-9715
Florida Bar # 0548510

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ARTICLE IV

ADDRESS

The mailing and street address of the principal office of the limited liability company is

1551 Lenox Ave #1
Miami Beach FL 33139

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this company is 21050 Point Place, Apt 3101 Aventura, FL 33180 and the name of the registered agent of this company at that address is Howard Barnett.

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Manager and a majority in interest of the existing members, upon the written application of such new member.

ARTICLE VII

RIGHT TO CONTINUE BUSINESS

A majority in interest of the remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

This instrument Prepared By:
Marc Kleiner
Marc D. Kleiner P.A.
19400 N.E. 23 Ave
Miami, FL 33180
(305) 310-9715
Florida Bar # 0548510

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ARTICLE VIII

MANAGEMENT OF COMPANY

The business of the Company shall be managed by one Manager. The Manager shall hold the offices and have the responsibilities accorded to him by the members and set out in the operating agreement. The name and address of the initial Manager, who is to serve until the first annual meeting of Members or until her successor is elected and qualified, is:

Michael A. Rucker
1551 Lenox Ave #1
Miami, Beach, FL 33139

IN WITNESS WHEREOF, the undersigned member has hereunto set its hand and seal
this 26 day of February, 2003.

A handwritten signature in black ink, appearing to read "Michael Rucker", is written over a horizontal line.

Michael Rucker, Member

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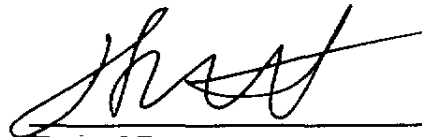
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Under the provisions of F.S. 608.415 or 608.507, Urbana Entertainment L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is *Urbana Entertainment L.L.C.*.
2. The name and address of the registered agent in Florida are:
Howard Barnett
21050 Point Place #3101, Aventura FL 33180.

The undersigned, being the person named in the articles of organization of Urbana Entertainment 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.



Howard Barnett
Registered Agent

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TALLAHASSEE, FLORIDA

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