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LAW OFFICES  
**KROOP & SCHEINBERG, P.A.**  
SOUTH BAY CLUB - SUITE C-1  
800 WEST AVENUE  
MIAMI BEACH, FLORIDA 33139

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TALLAHASSEE, FLORIDA

AREA CODE 904  
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538-4676

RICHARD I. KROOP  
ALSO ADMITTED IN COLORADO

BRUCE J. SCHEINBERG  
CERTIFIED FAMILY MEDIATOR  
COUNTY CIVIL COURT MEDIATOR

June 2, 2003

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: Articles of Organization  
Artravel, LLC

Gentlemen:

Enclosed herein please find an original and one copy of the Articles of Organization of the above-named limited liability company to be filed in your office, together with my check in the sum of \$125.00 for cost of same.

Kindly return one certified copy of the Articles directly to this office.

Thank you for the courtesies extended, I remain

Very truly yours,

KROOP & SCHEINBERG, P.A.

By:   
Richard I. Kroop

RIK:bg  
Encls.

**ARTICLES OF ORGANIZATION**

**OF**

**ARTRAVEL , LLC**

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TALLAHASSEE, FLORIDA

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

**ARTICLE I: NAME OF LIMITED LIABILITY COMPANY**

The name of the Company shall be ARTRAVEL, LLC.

**ARTICLE II: PURPOSE**

The purpose for which this Limited Liability Company is organized to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

**ARTICLE III: PRINCIPAL OFFICE**

The principal office and mailing address of the Company is 9525 Broadview Terrace Bay Harbor Island, Florida 33154.

**ARTICLE IV: TERM OF EXISTENCE**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

**ARTICLE V: REGISTERED OFFICE AND AGENT**

The name and address of the initial registered office of the Company in the State of Florida is Richard Kroop, Esq., 800 West Avenue, Suite C-1, Miami Beach, Florida 33139.

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**ARTICLE VI: MANAGEMENT**

The Company shall be managed by a manager in accordance with regulations adopted 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.

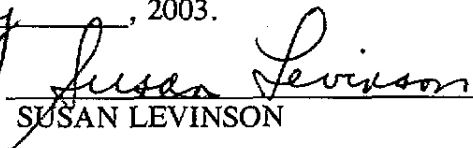
**ARTICLE VII: ORGANIZER**

The name and address of the person signing these Articles of Organization as Manager is:

SUSAN LEVINSON

9525 Broadview Terrace Bay harbor Islands , Florida 33154

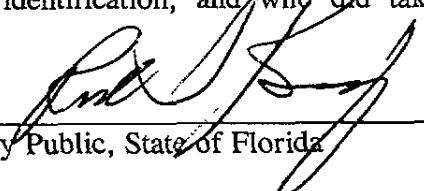
IN WITNESS WHEREOF, the undersigned Organizer executed these Articles of Organization this 29 day of May, 2003.

  
\_\_\_\_\_  
SUSAN LEVINSON

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 29 day of may, 2003, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared SUSAN LEVINSON, known to me to be the person described herein and who executed the foregoing instrument, who acknowledged before me that she executed the same, who is (  ) personally known to me, or ( ) who has produced \_\_\_\_\_ as identification, and who did take an oath.

RICHARD I. KROOP  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC954704  
EXPIRES 10/30/2004  
BONDED THRU ASA 1-888-NOTARY1

  
\_\_\_\_\_  
Notary Public, State of Florida

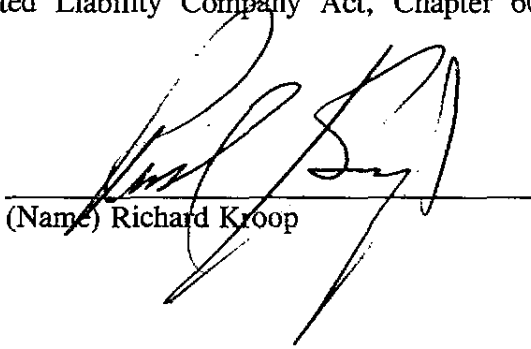
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**REGISTERED AGENT'S ACCEPTANCE**

The undersigned, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

  
\_\_\_\_\_  
(Name) Richard Kroop