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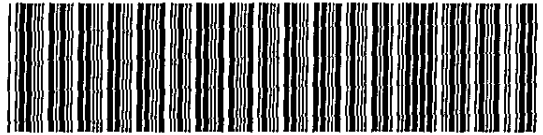
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2003 JUN 20 PM 3:29
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 25 2003

GLAST, PHILLIPS & MURRAY
A PROFESSIONAL CORPORATION

ATTORNEYS AND
COUNSELORS

IRA F. LEVY, P.C.
(972) 419-8384
ilevy@gpm-law.com

2200 ONE GALLERIA TOWER
13355 NOEL ROAD, L.B. 48
DALLAS, TEXAS 75240-6657
(972) 419-8300
TELECOPIER (972) 419-8329

HOUSTON
(713) 237-3111

June 17, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Sole, LLC
Our File No. 00582.20

Dear Sir/Madam:

Enclosed please find (i) Articles of Organization for the above-referenced limited liability company for filing and (ii) a check payable to the Florida Department of State for the total amount of filing fees. It is my understanding that the following fees apply:

filing fee	\$100.00
registered agent fee	\$ 25.00
administrative fee	\$ 35.00
certified copy fee	\$ <u>8.75</u>
TOTAL	\$168.75

Please do not hesitate to call if you have any questions.

Very truly yours,

GLAST, PHILLIPS & MURRAY

Ira F. Levy

IFL/pm
enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SOLE, LLC**

FILED
2003 JUN 20 PM 3:29
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, acting as the organizer of a limited liability company under the Limited Liability Company Act (the "Act"), adopts the following Articles of Organization for SOLE, LLC (the "Company").

ARTICLE ONE

The name of the Limited Liability Company is SOLE, LLC. The period of duration of the Company is perpetual, subject to the dissolution of the Company upon the occurrence of certain events as set forth in the regulations of the Company.

ARTICLE TWO

The mailing address and street address of the principal office of the Limited Liability Company is 629 Poinciana, Ft. Lauderdale, Florida 33301.

ARTICLE THREE

The address of the registered office of the Limited Liability Company is 629 Poinciana, Ft. Lauderdale, Florida 33301, and the name of its initial registered agent is Gian Carlo Santarelli.

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 for in Chapter 608, F.S.

By: _____

Gian Carlo Santarelli
Registered Agent's Signature

Signed on June 17, 2003.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

By: _____

Ira F. Levy

Signature of an authorized representative of a member