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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/17/03
[Signature]

ALAN J. MARCUS
Attorney at Law
Aventura Corporate Center
20803 Biscayne Boulevard, Suite 301
Aventura, Florida 33180
Telephone (305) 937-1800
Telefax (305) 937-1857

Via Federal Express

December 9, 2003

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **LIFE'S A BEACH BALL, LLC**

Dear Sir or Madam:

Enclosed please find the Articles of Organization of **LIFE'S A BEACH BALL, LLC**.

Please be kind enough to return to the undersigned a certified copy of the Articles of Organization using the enclosed Federal Express air bill.

I also enclose a check payable to the Secretary of State in the amount of \$155.00 representing the filing fee and certified copy charges.

If you have any questions or comments, please do not hesitate to contact me.

Sincerely,


ALAN J. MARCUS

AJM/aja
Encl.

**ARTICLES OF ORGANIZATION
OF
LIFE'S A BEACH BALL, LLC**

ARTICLE I - Name

The name of the Limited Liability Company is **LIFE'S A BEACH BALL, LLC** (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is:
c/o 5005 Collins Avenue, Unit C-3, Miami Beach, FL 33140.

ARTICLE III - Duration

The duration of the existence of the Company shall be perpetual.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its manager (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves. The name and address of the Manager(s) who are to serve are as follows:

**NAME
ADDRESS**

Barbara Smith
5005 Collins Avenue
Miami Beach, FL 33140

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TALLAHASSEE, FLORIDA

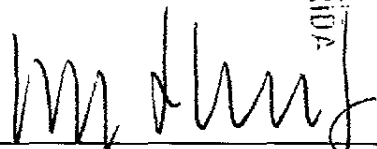
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 **LIFE'S A BEACH BALL, LLC.**
2. The name and the Florida street address of the registered agent is:

Alan J. Marcus
20803 Biscayne Boulevard
Suite 301
Aventura, Florida 33180

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 appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of 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.



ALAN J. MARCUS
Registered Agent

Dated: December 9, 2003

ARTICLE V - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation and the name of the initial registered agent of this Corporation at such address are as follows:

REGISTERED
AGENT

ALAN J. MARCUS, ESQ.


STREET ADDRESS OF
REGISTERED AGENT

20803 Biscayne Boulevard
Suite 301
Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization for the foregoing uses and purposes this _____ day of December, 2003.

Manager:

By:


Barbara A. Smith
Manager

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HASSEE, FLORIDA