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**LAW OFFICES OF
ROBERT E. BOURNE, JR., CHARTERED**

- A Florida Professional Association -

Robert E. Bourne, Jr., Esquire

*Legal Assistant:
Darlene C. Lambert*

*Attorneys and Counselors at Law
521 Lake Avenue, Suite 3
Lake Worth, Florida 33460-3889
(561) 586-5151*

December 24, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

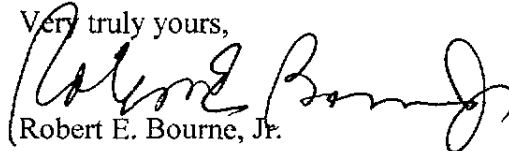
Re: Limited Liability Company - Filing of Articles of Organization for:
International Sport Experience Holding, L.L.C. and
Independent Ventures Factory Holding, L.L.C.

To Whom It May Concern:

Attached please find an original and one copy of the Articles of Organization for two (2) Limited Liability Companies: International Sport Experience Holding, L.L.C. and Independent Ventures Factory Holding, L.L.C., along with two checks from my trust account each in the amount of \$125.00 representing the filing fees for each limited liability company.

Please stamp and return the yellow copies to me in the postage prepaid envelopes provided for that purpose. Should there be any questions, please do not hesitate to contact me immediately.

Very truly yours,


Robert E. Bourne, Jr.

Enclosures

REB/cdr

LLC/Poetter/Filingtr122403

**ARTICLES OF ORGANIZATION FOR
INDEPENDENT VENTURES FACTORY HOLDING, L.L.C.**

ARTICLE I - Name:

The name of the Limited Liability Company is INDEPENDENT VENTURES FACTORY HOLDING, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1419 Lands End Road, Lantana, Florida 33462

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

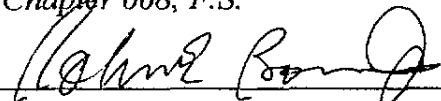
The Limited Liability Company is to be member-managed and the name and address of the managing member is:

MICHAEL POETTER
1419 Lands End Road
Lantana, Florida 33462

ARTICLE V - Designation of Registered Agent:

The Limited Liability Company designates Robert E. Bourne, Jr., Esquire, an attorney licensed to practice law in the state of Florida and having a business address of 521 Lake Avenue, Suite #3, Lake Worth, Florida 33460 as its initial registered agent pursuant to the requirements of Section 608. 415 Florida Statutes.

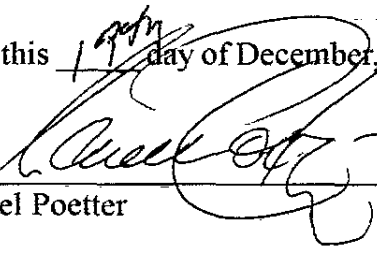
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.



Registered Agent's Signature

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EXECUTED by the undersigned member this 17th day of December, 2003, at Lake Worth, Palm Beach County, Florida.


Michael Poetter

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

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