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J. BRYAN & ASSOCIATES, P.A.
TALLAHASSEE, FLORIDA

J. BRYAN MAR 22 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JUNGLE ROSE, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

David N. Pessin, Esquire
(Name of Person)

Hodes, Uiman, Pessin & Katz, P.A.
(Firm/Company)

901 Dulaney Valley Road - Suite 400
(Address)

Towson, Maryland 21204
(City/State and Zip Code)

For further information concerning this matter, please call:

David N. Pessin, Esquire at (410) 938-8800
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
JUNGLE ROSE, LLC**

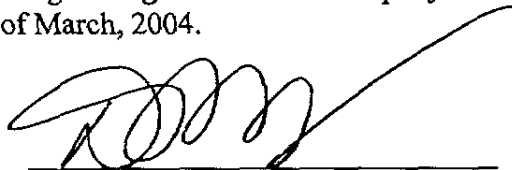
a Florida Limited Liability Company (FS § 608.407)

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:

1. Name. The name of this company shall be Jungle Rose, LLC (the "Company").
2. Duration/Continuation. The duration of this Company shall be perpetual.
3. Address of Principal Office. The mailing and street address of the Company's principal office is c/o Steve Trax, Suite 850, 5335 Wisconsin Avenue, N.W., Washington, D.C. 20015.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this Company is as follows: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
5. Members Operating Agreement. Jalen Rose shall be the sole initial member of the Company. Initially, there shall be no written operating agreement. In the event Jalen Rose elects to allow additional members into the Company, all such members shall execute a written operating agreement which shall govern the operation of the Company, subject to the provisions of these Articles of Organization and Florida law.
6. Management of Company. The business of the Company shall be managed by Jalen Rose. The address of Jalen Rose is c/o Steve Trax, Suite 850, 5335 Wisconsin Avenue, N.W., Washington, D.C. 20015. Jalen Rose is also a member of the Company and is hereby designated as the Managing Member.
7. Purpose. The purpose for which the Company is formed is to exploit the marketing potential of Jalen Rose, and to seek, acquire and manage endorsement deals, marketing opportunities, and similar offers and opportunities on behalf of Jalen Rose, and to engage any other business agreed to by the members.
8. Authorized Person. Jalen Rose and Steve Trax shall be "Authorized Persons" of the Company, subject wholly to direction of the members, and when so authorized, either may execute or file documents or effect action in the name of and on behalf of the Company. Steve Trax is not a member of the Company.

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JUNIOR CORPORATION
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned organizer of the Company has executed these Articles of Organization on the 4th day of March, 2004.



David N. Pessin, Esquire

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

See Attached:
Certificate of Designation of
Registered Agent/Registered Office

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TALLAHASSEE, FLORIDA

**CERTIFICATE 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:

Jungle Rose, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

c/o CT Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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.

CT Corporation System

Kathryn A. Alsdorf *Asst. Secretary*
(Signature)

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TALLAHASSEE, FLORIDA