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LIMITED LIABILITY COMPANY

HEAD RUSH ENTERTAINMENT, LLC

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JORGE L. FORS, P.A.
ATTORNEYS AT LAW

JORGE L. FORS
BRIAN M. BECHER
RALPH C. RUOCCO

1108 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134-3322
TELEPHONE: (305) 448-5977
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Jorge L. Fors, Esq.

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Reference: Head Rush Entertainment, LLC
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NOTES/INSTRUCTIONS:

Please be advised that last Friday, April 28, 2004 at 10:56 a.m. we faxed the Electronic Filing Cover Sheet to file the referenced limited liability company. However, we have not received a filing date, kindly file as of April 28, 2004.

Attached please find the following:

1. Electronic Filing Cover Sheet;
2. Articles of Organization; and
3. Certificate Designating Registered Agent

Thank you.

cc: Head Rush Entertainment via fax (305)284-4753 (call client first).

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
HEAD RUSH ENTERTAINMENT, LLC**

The undersigned hereby certify that we have associated ourselves for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be Head Rush Entertainment, LLC, and its principal place of business shall be 19951 SW 7th Place, Pembroke Pines, Florida 33029, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Notwithstanding the actual percentage of ownership interest of each member, each of the founding members shall be entitled to an equal share of the profits. The distributive share of the profits shall be determined and, only by unanimous consent of the members, paid to the members on such date or dates as the members shall specify.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE IV LIMITED LIABILITY COMPANY POWERS, MANAGEMENT AND REGULATIONS

This limited liability company shall be managed by the members, except as otherwise agreed between the members in writing, in proportion to their contributions to the capital of the company. All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company pursuant to an operating agreement between the members. The names and addresses of the persons who shall serve as such until the organizational meeting of members or until their successor(s) are elected and qualify are as follows:

Jose Antonio Abreu - 19951 SW 7th Place, Pembroke Pines, Florida 33029
David Ash - 19937 SW 7th Place, Pembroke Pines, Florida 33029

This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

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Except as otherwise agreed to in writing by the members, no regulation of this limited liability company may be adopted, changed or revoked without the approval of the members holding at least 51% of the membership interests.

ARTICLE V
DURATION

This limited liability company shall exist perpetually from the date of filing these Articles of Organization with the Department of State or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The street address of the initial principal of office of this limited liability company shall be located at 19951 SW 7th Place, Pembroke Pines, Florida 33029. The mailing address of the limited liability company is 19951 SW 7th Place, Pembroke Pines, Florida 33029.

ARTICLE VII
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The name of the initial registered agent of the limited liability company is Jose Antonio Abreu, whose address is 19951 SW 7th Place, Pembroke Pines, Florida 33029.

ARTICLE VIII
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the regulations of the company or a written agreement among the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE IX
RECITATIONS



The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Head Rush Entertainment, LLC; and that the company has at least two members.

Executed by the undersigned at Miami, Florida, on the 28 day of April, 2004.

Page 3

Filed By: JORGE L. FORS, P.A., JORGE L. FORS, ESQ. FL BAR # 347 647
1108 Ponce de Leon Blvd, Coral Gables, FL 33134 (305) 448-5977

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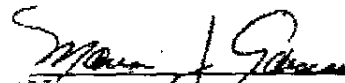

JOSE ANTONIO ABREU

DAVID ASH

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } SS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Jose Antonio Abreu and David Ash, known to me or who produced as identification Fl. Driver's License and Fl. Diner's License, respectively, known by me to be the persons who executed the foregoing Articles of Organization, and they acknowledged before me that they executed those Articles of Organization and the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set me hand and affixed my official seal, in the State and County aforesaid, this 28 day of April, 2004.

My Commission Expires:


Name: _____
NOTARY PUBLIC,
STATE OF FLORIDA



Maria J. Garcia
Commission #DD248522
Expires: Sep 21, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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May. 5. 2004 10:21AM

ATTYS AT 1108 PONCE 305/446-1898

No. 6528 P. 7/7

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HEAD RUSH ENTERTAINMENT, LLC

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

IN COMPLIANCE WITH SECTION 608.415, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT: HEAD RUSH ENTERTAINMENT, LLC

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PEMBROKE
PINES, STATE OF FLORIDA, HAS NAMED JOSE ANTONIO ABREU, LOCATED AT 19951
SW 7TH PLACE, PEMBROKE PINES, FLORIDA 33029, CITY OF PEMBROKE PINES, STATE
OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

JOSE ANTONIO ABREU

TITLE MEMBER

DATE

4/28/04

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE
STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

JOSE ANTONIO ABREU

DATE

4/28/04

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CLERK OF DISTRICT COURT
PALM BEACH COUNTY, FLORIDA

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