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DIVISION OF CORPORATIONS
STATE OF NEW YORK

LA 08/02/04

4p

David M. Adelstein
6539 Racquet Club Dr
Lauderhill, Florida 33319
Dadelstein@hotmail.com

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

July 22, 2004

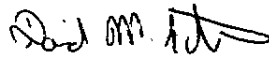
Re: *Formation of ASC Ventures LLC*

To Whom It May Concern:

Enclosed please find the Articles of Organization for the Limited Liability Company, ASC Ventures LLC and a One Hundred Thirty Dollar (\$130.00) filing fee which shall be used for: (a) filing the Articles of Organization; (b) designation of registered agent; and (d) a certificate of status.

Please contact me if you have any queries in this regard.

Very truly yours,



David M. Adelstein, Esq.

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FLORIDA STATE
DIVISION OF CORPORATIONS

STATE of FLORIDA
LIMITED LIABILITY COMPANY
ARTICLES of ORGANIZATION

ARTICLE I: *NAME*

The name of the Limited Liability Company shall be ASC Ventures LLC.

ARTICLE II: *BUSINESS ADDRESS*

The business and mailing address of the Company's registered office in the State of Florida shall be as follows:

6539 Racquet Club Drive
Lauderhill, Florida 33319

ARTICLE III: *REGISTERED AGENT*

The Company's registered agent shall be as follows:

David M. Adelstein, Esq.
6539 Racquet Club Drive
Lauderhill, Florida 33319

ARTICLE IV: *MANAGER(S) OR MEMBER-MANAGER(S)*

The Company initially shall be a member-managed limited liability company; provided that, either through an amendment to these Articles of Organization or through its Operating Agreement, the Members may elect to convert the Company to a manager-managed limited liability company.

The initial member-managers shall be:

David Adelstein, Esq.
6539 Racquet Club Drive
Lauderhill, FL 33319

Daniel Saban
324 SE 3rd Street, #F16
Gainesville, Florida 32601

Alan Canarick
31 The Grasslands
Woodbury, NY 11797

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DIVISION OF CORPORATIONS
STATE OF FLORIDA

ARTICLE V: DURATION

The Company shall not have a specific effective date of dissolution.

ARTICLE VI: PURPOSE

The Company may engage in any business or investment activity determined necessary or advisable by the Members, provided that such action is not in violation of the laws of the United States, the State of Florida, or any other State within the United States.

ARTICLE VII: REGULATIONS (BYLAWS)

Within a reasonable period of time, not to exceed seven (7) weeks after formation of the Company, the Company's initial Member-Managers shall adopt regulations (bylaws) which will be embodied in the Operating Agreement and incorporated by reference herein.

ARTICLE VIII: MEMBERSHIP VOTE; AMENDMENTS

Except as explicitly stated otherwise in the Operating Agreement between the Members, any action that requires the approval of the Members shall require an affirmative majority vote documented in writing by a simple majority. For purposes of these Articles of Organization, the term "simple majority" shall mean membership interests representing fifty-one percent (51%) of outstanding membership interests represented by capital contributions.

Having been named as registered agent to accept service of process for the above-stated limited liability company at the place designated in these Articles, 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, Florida Statutes.

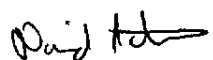


Registered Agent

7/22/04
Date

CLERK OF STATE
CORPORATIONS
JUL 11:23

Under penalty of perjury, I declare that I have read the foregoing Articles of Organization, know the contents thereof, and confirm the truth and correctness of the facts stated therein.



DAVID M. ADELSTEIN
Member-Manager

7/22/04
Date