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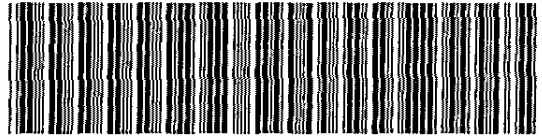
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MARSHALL LAW OFFICE, P.A.

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Attorney-At-Law

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September 28, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

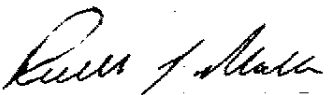
Re: Incorporation/3D Cruising, LLC

Dear Sir:

Enclosed please find duplicated Articles of Organization for 3 D Cruising, LLC.
Also enclosed is my check in the amount of \$125.00 in payment of the filing fee.

Should these Articles be accepted, kindly forward the letter of acknowledgment to the undersigned.

Very truly yours,


Randall J. Marshall

RJM/sd
enc.

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ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY
OF
3 D CRUISING, LLC

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ARTICLE ONE - Name:

The name of the Limited Liability Company is 3 D CRUISING, LLC, a limited liability company.

ARTICLE TWO - Duration:

The duration of the Limited Liability Company is perpetual with commencement at the time of filing these Articles.

ARTICLE THREE - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 803 Eastover Circle, DeLand, Florida 32724, and the name of its initial registered agent at such address is RICHARD T. FORD.

RICHARD T. FORD, by executing these ARTICLES states that he is familiar with and accepts the duties and responsibilities as registered agent for this Limited Liability Company and agrees to comply with the provisions as provided for in Chapter 608, Florida Statutes.

ARTICLE FOUR - Management:

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers are RICHARD T. FORD, Managing Member, 803 Eastover Circle, DeLand, Florida 32724; RICHARD HALL, JR., Managing Member, 2230 Tropical Terrace, DeLand, Florida 32724; RICHARD K. BASSO, Managing Member, P.O. Box 1026, Lake Helen, FL 32744.


ARTICLE FIVE - Admission of Additional Members:



The right, if given, of the members to admit additional members and the terms and

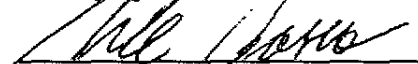
conditions of the admissions shall be upon unanimous consent of existing members.

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.

Executed by the undersigned at Orange City, Florida, on the 28TH day of SEPTEMBER, 2004.


RICHARD T. FORD
Managing Member/Registered Agent


RICHARD HALL, JR. 
Managing Member


RICHARD K. BASSO
Managing Member

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