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DIVISION OF CORPORATIONS

**LIMITED LIABILITY COMPANY**

**in2ition entertainment, llc**

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**ARTICLES OF ORGANIZATION OF**  
**In2ition Entertainment, LLC**

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.**  
**NAME**

The name of the Limited Liability Company is In2ition Entertainment, LLC (the "Company").

**II.**  
**PRINCIPAL OFFICE**

The mailing and street address of this Company's principal office shall be 2332 Galiano Street, Suite #302, Coral Gables, FL 33134.

**III.**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be Francisco J. Ponce, whose business address is 2332 Galiano Street, #302, Coral Gables, FL 33134, which shall be the registered office of this limited liability company.

**IV.**  
**MANAGEMENT BY MEMBER**

This Company shall be manager-managed company.

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**V.  
MANAGERS**

The initial Managers of the Company shall be:

Francisco J. Ponce

Member/Manager

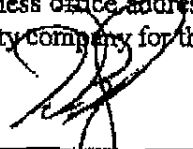


Francisco J. Ponce, by  
Jose Baloyra, his attorney in fact

**STATEMENT OF ACCEPTANCE  
OF  
REGISTERED AGENT OF  
In2ition Entertainment, LLC**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that 2332 Galiano Street, Ste. #302, Coral Gables, FL 33134 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: October 22, 2004

  
Francisco J. Ponce, by  
Jose Baloyra, his attorney in fact

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