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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

marbles enterprises, llc

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ARTICLES OF ORGANIZATION

OF

MARBLES ENTERPRISES, LLC

Under the Florida Limited Liability Company Act

ARTICLE I

NAME

The name of this limited liability company ("Company") is MARBLES ENTERPRISES, LLC. This is a single member limited liability company.

ARTICLE II

DURATION

The period of duration for the Company is perpetual, except that the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, shall dissolve the Company unless a majority in interest of the remaining members consent in writing to the continuation of the business of the Company.

ARTICLE III

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 250 N. Hibiscus Drive, Miami Beach, Florida 33139

ARTICLE IV

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Deirdre Minnelli, 250 N. Hibiscus Drive, Miami Beach, Florida 33139.

Prepared by
Stewart M. Mironik, Esq.
100 N. 2nd Street, Suite 2050
Miami, Florida 33131
Florida Bar No. 110200
Telephone: 305-379-0424

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ARTICLE V

MANAGEMENT

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The management of the Company is reserved to the members. The name and address of the Managing Member is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bay Harbour Development, LLC
c/o Deirdre Mirmelli
250 N. Hibiscus Drive
Miami Beach, Florida 33139

ARTICLE VI

ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members upon the written consent of a majority in interest of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII

ORGANIZING REPRESENTATIVE

The Organizing Representative shall be Bay Harbour Development, LLC.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of May, 2005.

BAY HARBOUR DEVELOPMENT, LLC

By: Deirdre Mirmelli m.
Deirdre Mirmelli, Managing Member

Having been named to accept service of process for the stated corporation, at the place designated in these Articles of Organization, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: 5-12-05

Deirdre Mirmelli
Deirdre Mirmelli
Registered Agent

70500012446