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TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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TO: Registration Section
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: METROFETCH, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gael A. Beriro, Esq.

(Name of Person)

Mandel, Weisman, Heimberg & Brodie, P.A.

(Firm/Company)

2101 Corporate Boulevard, NW, Suite 300

(Address)

Boca Raton, Florida 33431

(City/State and Zip Code)

For further information concerning this matter, please call:

Gael A. Beriro

561 989-0300

at ()

(Name of Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
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(additional copy is enclosed) | <input checked="" type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
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|--|---|---|--|

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION

OF

METROFETCH, LLC

A FLORIDA LIMITED COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization for such Company:

ARTICLE I. NAME

The name of this limited liability company shall be **METROFETCH, LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

255 Evernia Street, # 1410
West Palm Beach, Florida 33401

ARTICLE III. REGISTERED AGENT AND OFFICE

The Company designates 2101 Corporate Boulevard, Suite 300, Boca Raton, Florida as the street address of the initial registered office of the Company and names Gaël A. Beriro, Esq. as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV. MANAGEMENT

The business of the Company shall be conducted, carried on, and managed by the Managing Members ("MGRM"). The name and address of the initial Managing Members are as follows:

Morgan Dedman, 255 Evernia Street, #1410, West Palm Beach, Florida 33401

Michael Roseman, 70 West 71st, #3G, New York, New York 10023

ARTICLE V. DURATION AND CONTINUATION

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The period of the Company's duration shall commence on the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement or (ii) by the unanimous written agreement of all Members.

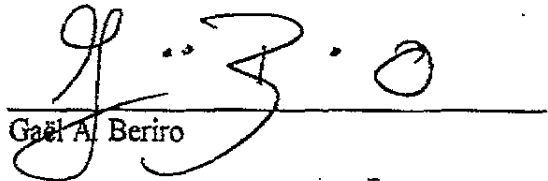
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the State of Florida and the United States.

ACCEPTANCE BY REGISTERED AGENT

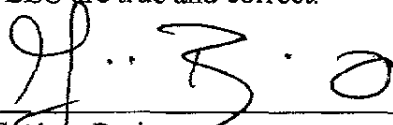
The undersigned agrees to act as registered agent for Metrofetch, LLC to accept service of process at the place designated in these Articles of Organization and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with and accept the obligations of my position as Registered Agent


Gael A. Beriro

Dated: August 16, 2005

ARTICLE VII. AFFIRMATION BY AUTHORIZED REPRESENTATIVE

I hereby affirm, in accordance with section 608.408(3) of the Florida Statutes, that these Articles of Organization for METROFETCH, LLC are true and correct.



Gaël A. Beriro
Authorized Representative