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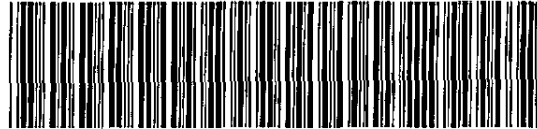
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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11/19/05
[Signature]

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ITL, 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:

Romney C. Rogers, Esq.
(Name of Person)

Rogers, Morris & Ziegler LLP
(Firm/Company)

1401 E. Broward Boulevard, Suite 300
(Address)

Ft. Lauderdale, FL 33301
(City/State and Zip Code)

For further information concerning this matter, please call:

Romney C. Rogers, Esq. at (954) 462-1431
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|---|--|---|

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ITI, LLC**

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name:

The name of the limited liability company is ITI, LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in the operation of a tennis institute and any and all other business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The mailing address for the Company is 2733 Northeast 17 Street, Fort Lauderdale, FL 33305, and the street address of the place of business for the Company is 2733 Northeast 17 Street, Fort Lauderdale, FL 33305. These addresses may be changed from time to time as provided in the Operating Agreement.

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5. Registered Agent.

The initial registered agent in Florida for the Company is Harold Solomon and the initial registered office is located at 2733 N.E. 17 Street, Fort Lauderdale, FL 33305.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall initially have three (3) members and may admit additional members on the prior unanimous written agreement of the ten-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. The managers will be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and

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assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

<u>Name:</u>	<u>Position:</u>
Harold Solomon	President
Laurence M. Kashdin	Vice President/Secretary/Treasurer
Andy Brandi	Vice President

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10. Indemnification.

Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager to the full extent permitted under the Act.

Executed at Fort Lauderdale, Florida, on November 4, 2005.

ITI, LLC
a Florida limited liability company

By:


ROMNEY C. ROGERS, Attorney and
Authorized Representative for the Company