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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 023981 80354A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 293.75

ORDER DATE : November 6, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 023981-005

CUSTOMER NO: 80354A

CUSTOMER: Ms. Debbie Fricke WINDERWEEDLE HAINES WARD & WINDERWEEDLE HAINES WARD & Suite 1490 390 North Orange Avenue Orlando, FL 32802

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STATE OF FLORIDA DEPARTMENT OF REVENUE

DOMESTIC FILING

NAME: CABLE WATER SKI, L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Table with 2 columns: Field Name, Initials. Fields include Name, Availability, Document Examiner, Updater, Checker/Verifier, Acknowledgement, P. Verifier.

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ARTICLES OF ORGANIZATION
FOR
CABLE WATER SKI, L.C.

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned (the "Members") acting as the organizers and the Members of CABLE WATER SKI, L.C. ("Company"), under the Florida Limited Liability Company Act, Chapter 608, Fla. Stat., adopt the following Articles of Organization:

ARTICLE I
NAME

The name of the limited liability company is CABLE WATER SKI L.C.

ARTICLE II
PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS

The street address and mailing address of the initial principal office of the Company is 6279 Bent Pine Drive, #1324B, Orlando, Florida 32822. The initial registered office of the Company shall be 6279 Bent Pine Drive, #1324B, Orlando, Florida 32822, and the registered agent of the Company at that office shall be Kai Fusser.

ARTICLE IV
DURATION

The Company's existence shall commence on January 1, 1999, and it shall exist perpetually thereafter unless dissolved according to law. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of any Member in the Company, then unless the Company is continued by the unanimous written consent of all the remaining Members, the Company shall dissolve.

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ARTICLE V
MANAGEMENT

The management and control of the Company and its business and affairs shall be by managers elected by the Members as provided in the Company's Regulations ("Managers"). The Managers of the Company may, but need not be, Members of the Company. The names and addresses of such Managers who are to serve as Managers until the first annual meeting of the Members or until their successors are elected and have qualified are:

<u>Name</u>	<u>Address</u>
Rene Hofmann	6279 Bent Pine Drive, #1324B Orlando, Florida 32822
Kai Fusser	6279 Bent Pine Drive, #1324B Orlando, Florida 32822
Carmen Ego	6279 Bent Pine Drive, #1324B Orlando, Florida 32822

The Managers shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing members of the Company.

ARTICLE VII
MEMBER'S RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the Company to continue the business on 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 limited liability company ("Termination Event") shall be conditioned upon the unanimous written consent of all then existing Members of the Company within sixty (60) days of the Termination Event.

ARTICLE VIII
AMENDMENTS

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The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the unanimous written approval of all Members of the Company.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of the 5th day of November, 1998.


KAI FUSSER, Member


RENE HOFMANN, Member

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Cable Water Ski, L.C., and states that he is familiar with the obligations of that position.



KAI FUSSER

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Cable Water Ski, L.C. deposes and says:

- 1. The above name limited liability company has two (2) members.
- 2. The total amount of cash contributed by each of the members is as follows:

Rene Hofmann	\$500.00
Kai Fusser	\$500.00

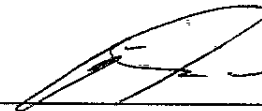
- 3. If any, the agreed value of property other than cash contributed by each of the members is as follows:

Rene Hofmann	\$0
Kai Fusser	\$0

- 4. The amount of cash or property anticipated to be contributed by each of the members is as follows:

Rene Hofmann	\$0
Kai Fusser	\$0

- 5. The total amount of 2, 3 and 4 is: \$1,000.00

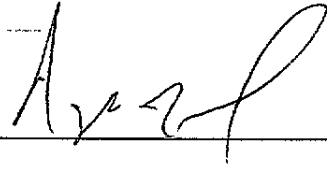

 Kai Fusser, Member

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STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to, subscribed, and acknowledged before me this 5th day of November, 1998, by KAI FUSSE~~R~~. He is personally known to me or has produced as identification.


 Notary Public
 My Commission Expires:

S:\FUSSE\AFFIDAVI.COM
 11/5/98 (2:04 pm)

