

L990000000007



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 054289 5030952

AUTHORIZATION :

COST LIMIT : \$ 337.50

W98-27270
00789-01117-02746-01115-00524-00671
Anticipated unknown

ORDER DATE : December 7, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 054289-005

CUSTOMER NO: 5030952

CUSTOMER: Ms. Penny Arbulu
PHILLIPS EISINGER & KOSS,
PHILLIPS EISINGER & KOSS,
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

300002704613--2

DOMESTIC FILING

NAME: CRUISE FACTORY, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgement	
W. P. Verityer	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -7 AM 9:56

RECEIVED
98 DEC -7 AM 11:22
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 18, 1998

CSC

SUBJECT: CRUISE FACTORY, L.L.C.
Ref. Number: W98000027270

RESUBMIT

**Please give original
submission date as file date.**

We have received your document for CRUISE FACTORY, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00057698

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98 DEC 31 AM 9 56

ARTICLES OF ORGANIZATION

FOR

CRUISE FACTORY, L.L.C.

I.

NAME

The name of the limited liability company (the "Company") is

CRUISE FACTORY, L.L.C.

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

BUSINESS ADDRESS

The address of the place of business and mailing address of the Company is

2001 N.E. 25th Avenue, North Miami Beach, Florida 33180.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of the Company in the State of Florida is Andrew I. Lewis, 4000 Hollywood Boulevard, Suite 265-South, Hollywood, Florida 33021.

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V.

ADDITIONAL MEMBERS

The Company shall initially have two (2) Members. No additional Members shall be added except by consent of a majority of Members.

VI.

CONTINUITY OF BUSINESS

The right, if given, 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 Company shall be as set forth in the Regulations of the Company.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is:

HANS ROOD

200 N.E. 25th Avenue
North Miami Beach, Florida 33180

VIII.

SUBSCRIBER

The name and address of the person executing these Articles of Organization as Member and Manager is HANS ROOD, 200 N.E. 25th Avenue, North Miami Beach, Florida 33180.

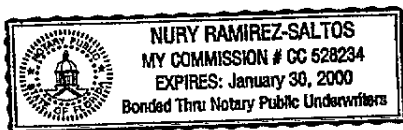
IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 14 day of December, 1998.



HANS ROOD

STATE OF FLORIDA)
 : ss 144 68 2219
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared HANS ROOD, personally known to me, ~~or who has produced~~ _____ as ~~identification~~, to be the person who, as Member and Manager, executed the foregoing Articles of Organization of CRUISE FACTORY, L.L.C., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 14th day of December, 1998.




NOTARY PUBLIC - State of Florida
NURY RAMIREZ-SALTOS
Name of Notary - Please Print

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 14th DAY OF DECEMBER, 1998.



ANDREW I. LEWIS

AFFIDAVIT OF LIMITED LIABILITY COMPANY

The undersigned, on behalf of all the Members of CRUISE FACTORY, L.L.C., a Florida limited liability company (the "Company"), certifies as follows:

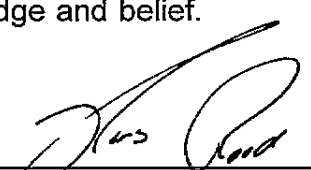
1. The Company has at least two (2) Members.
2. The amount of cash contributed by the Members to date is:

\$0.00
3. The property other than cash contributed by the Members is \$0.00.
4. The total additional amount anticipated to be contributed by the Members is unknown, however, at the time when any additional contributions are made, a supplemental affidavit will be filed with the Department of State of the State of Florida, Division of Corporations, amending this Affidavit to reflect the additional contributions by the members.

This 14 day of December, 1998.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.



HANS ROOD, Member and Manager