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HAROLD E. WOLFE, JR.*

* ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

* FLORIDA BAR BOARD

CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD

CERTIFIED ESTATE

PLANNING AND PROBATE

ATTORNEY

April 16, 1999

VIA U.P.S. OVERNIGHT

Secretary of State
Division of Corporations/Partnerships
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 9:02

Re: Blue Side Up Global Limited Company

Dear Sirs:

Enclosed for filing with the Florida Department of State, Division of Corporations/Partnerships, please find Articles of Organization for Blue Side Up Global Limited Company. We would appreciate your filing these Articles of Organization with the Florida Secretary of State at your earliest convenience.

We understand that the fees for filing the Articles of Organization for a limited liability company are as follows:

Name	Organization for a limited liability company are as follows:		
Availability			
Document	Filing Fee	\$250.00	100002844201--9
Examiner	Certified Copy Fee	52.50	-04/19/99--01127--017
Updater	Registered Agent		****337.50 ****337.50
Updater	Designation	35.00	
Verifier	Total	\$337.50	
Acknowledgement			

W. P. Verifier

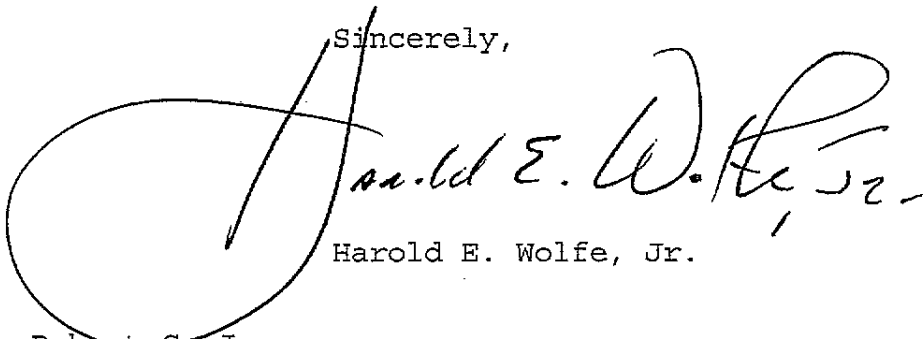
We have enclosed our check in the amount of \$337.50 to cover the filing fees. We would appreciate a certified copy of the Articles of Organization being returned to us at the address shown on our letterhead. If there are any problems whatsoever regarding the filing of these Articles of Organization for either limited liability company, please give us a call collect at our number in West Palm Beach.

HAROLD E. WOLFE, JR., P.A.

Secretary of State
March 30, 1999
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Should there be other questions, please feel free to call me.

Sincerely,

A large, stylized handwritten signature in dark ink, which appears to read "Harold E. Wolfe, Jr.". The signature is written over the typed name and extends upwards into the "Sincerely," line.

Harold E. Wolfe, Jr.

HEW:as
Encls.
cc: Mr. Robert C. Jensen

ARTICLES OF ORGANIZATION
OF
BLUE SIDE UP GLOBAL, L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -9 AM 9:02

I, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "BLUE SIDE UP GLOBAL, L.C.."

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of seventy-five (75) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:
5979 N.W. 151st Street, Suite 208
Miami Lakes, Florida 33014

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 5979 N.W. 151st Street, Suite 208, Miami Lakes, Florida 33014. The name of the registered agent at such registered office is ROBERT C. JENSEN.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the

formula prescribed in Article VIII hereof.

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by a single manager. The name and address of such manager who shall serve as Manager until a successor is elected and qualified is:

<u>Names of Manager</u>	<u>Address</u>
ROBERT C. JENSEN	5979 N.W. 151 st Street Suite 208 Miami Lakes, Florida 33014

If this limited liability company subsequently adopts an operating agreement, such operating agreement shall specify the method of electing managers and designating successors to any managers of this limited liability company.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one thousand (1,000) units, all of which shall be identical units.

This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE X - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the providing of tax, accounting, financial consulting and other similar type services.

ARTICLE XI - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing

managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, a Member of this limited liability company has executed these Articles of Organization on this 26TH day of march, 1999.

BLUE SIDE UP GLOBAL, L.C.

By:


ROBERT C. JENSEN
Member

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

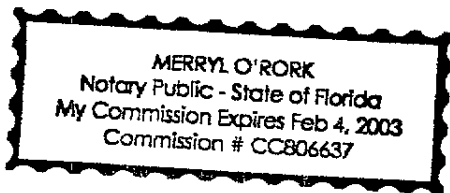
BEFORE ME personal appeared ROBERT C. JENSEN, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26th day of March, 1999.

Merryl O'Rork

Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.061, Florida Statutes, the following is submitted:

That BLUE SIDE UP GLOBAL, L.C. desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Miami Lakes, State of Florida, has named ROBERT C. JENSEN, located at 5979 N.W. 151st Street, Suite 208, Miami Lakes, Florida 33014, as its agent to accept service of process.

Signature: _____

ROBERT C. JENSEN

Title: Incorporating Member

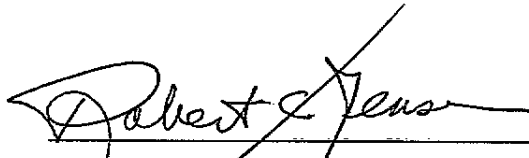
Date: _____

3/26/99

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:



ROBERT C. JENSEN

3/26/99

DATE

BLUE SIDE UP/Articles of Organization

AFFIDAVIT ATTACHED TO ARTICLES OF ORGANIZATION

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME personally appeared ROBERT C. JENSEN, a Member of this limited liability company, who, after being duly sworn, deposes and says under oath as follows:

1. This limited liability company has at least one Member.
2. The amount of cash and a description and agreed value of property other than cash contributed by the Members and the amount anticipated to be contributed by Members are as follows:

Actual Contributions

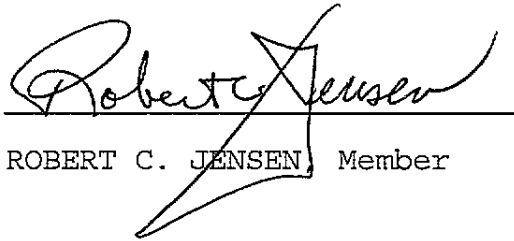
<u>Member</u>	<u>Actual Cash Contributed</u>	<u>Agreed Value of Property Contributed</u>
ROBERT C. JENSEN	\$5,000	\$-0-

Anticipated Contributions

<u>Member</u>	<u>Cash Contributed</u>	<u>Agreed Value of Property To Be Contributed</u>
ROBERT C. JENSEN	\$-0-	\$-0-

IN WITNESS WHEREOF, the undersigned, a Member of this limited
liability has executed this Affidavit on this 26TH day of
March, 1999.

By:


ROBERT C. JENSEN, Member

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME personal appeared ROBERT C. JENSEN, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26TH day of March, 1999.

Merryl O'Rork

Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:

