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Wave Club LLC

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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**ARTICLES OF ORGANIZATION
OF
WAVE CLUB, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of this limited liability company is WAVE CLUB, L.L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the Company's principal office is:

350 Ocean Drive
Miami Beach, Florida 33139

ARTICLE III - REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent is SOFI ONE, INC. The street address of the Company's initial registered agent is:

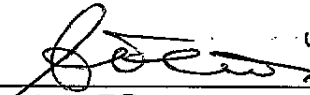
407 Lincoln Road
Suite 8-R
Miami Beach, Florida 33139

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

The undersigned Member has executed these Articles of Organization effective as of the 20th day of OCTOBER, 1999.

GREEN COMET, L.L.C.

By: 
Name: ALESSANDRO FERRARINI
Title: Authorized Rep

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for WAVE CLUB, L.L.C. at the place designated in its Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 20th day of October, 1999.

SOFI ONE, INC.

By: _____


Alessandro Ferretti, President