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Jeffrey A. Levine, P.A.

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SUITE 201

BOCA RATON, FLORIDA 33431

JEFFREY A. LEVINE

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December 6, 1999

VIA UPS OVERNIGHT DELIVERY

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-12/08/99--01059--011  
\*\*\*155.00 \*\*\*155.00

RE: Wall 2 Wall Futbol, L.L.C.

Ladies or Gentlemen:

Enclosed is an original and one copy of the Articles of Organization and a check for \$155.00 representing the filing fee, Registered Agent Designation, and Certified Copy fee.

Please return a certified copy of the Articles, with the appropriate Certificate to our office at your earliest opportunity.

Cordially yours,

  
Jeffrey A. Levine

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enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF ORGANIZATION  
OF  
WALL 2 WALL FUTBOL, L.L.C.

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DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Wall 2 Wall Futbol, L.L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 3855 NW 65<sup>th</sup> Drive, Boca Raton, Florida 33496.

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Jeffrey A. Levine c/o Jeffrey A. Levine, P.A., 4000 N. Federal Highway, Suite 201, Boca Raton, Florida 33431.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company in the form of cash only. The Operating Agreement and Regulations of the Company shall provide additional restrictions concerning such contributions.

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make such additional capital contributions to the Company as required from time to time, as established by the Operating Agreement and Regulations of the Company.

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#### ARTICLE VII - ADMISSION OF NEW MEMBERS

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Additional members shall be admitted to the Company in accordance with the Operating Agreement and Regulations of the Company and on such terms and conditions as shall be determined by the Operating Agreement and Regulations. A member may transfer his or her interest in the Company as set forth in the Operating Agreement and Regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless the managers of the company approve same.

#### ARTICLE VIII - TERMINATION OF EXISTENCE

The remaining members of the Company shall continue the business of the Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or on the occurrence of any other event which would terminate the membership of a member in the Company.

#### ARTICLE IX - MANAGEMENT

The Company shall be managed by one (1) to three (3) managers (as designated from time to time) in accordance with the Operating Agreement and Regulations adopted by the members for the management of the business and affairs of the Company. The Operating Agreement and Regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial Manager of the Company is Warren A. Metzger, 5225 NW 58th Terrace, Coral Springs, Florida 33067.

#### ARTICLE X - VOTING

All members of the Company shall be entitled to vote on matters relating to the Company. Each member shall have one (1) vote for each percent of the Company which he owns.

IN WITNESS WHEREOF, the undersigned, authorized representative of a member, has made and subscribed these articles of organization at Boca Raton, Florida, on December 6, 1999, and affirms under penalty of perjury that the facts stated therein are true.

Jeffrey A. Levine  
Jeffrey A. Levine

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 6th day of December, 1999, by Jeffrey A. Levine, who

- ( ☒ ) is personally known to me;  
( ) has produced a Florida Driver License as identification; or  
( ) has produced \_\_\_\_\_ as identification.

Betsy K. Stevens  
Notary Public

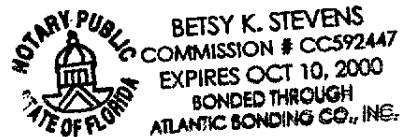
Print Name: BETSY K. STEVENS

Serial No.: \_\_\_\_\_

My commission expires: \_\_\_\_\_

(Notary Seal)

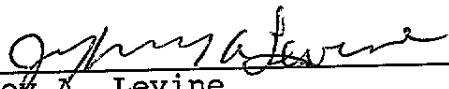
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## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Wall 2 Wall Futbol, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position or registered agent.

  
\_\_\_\_\_  
Jeffrey A. Levine  
Registered Agent  
4000 N. Federal Highway  
Suite 201  
Boca Raton, Florida 33431

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