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ARTICLES OF ORGANIZATION of LaughDome Records, LLC

STATE OF THE PARTY OF THE PARTY

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be LaughDome Records, LLC (the "company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 4908 Dewey Rose Court, Tampa, FL 33624-1047.

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 unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the registered agent of the company in the state of Florida is MARSHALL BERLE, and the street address of the registered office of the company is 4908 Dewey Rose Court, Tampa, FL 33624-1047.

ARTICLE V - CAPITAL CONTRIBUTIONS

The sole member of the company is MARSHALL BERLE, who shall contribute to the capital of the company cash or property having a value of \$1,000.00.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the prior written consent of MARSHALL BERLE and on such terms and conditions as shall be agreed to by him. In the event of a transfer of a member's interest in the company without the written consent of MARSHALL BERLE (which consent may be contained in a written agreement between or among

members) the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company approve of the proposed transfer by written consent.

ARTICLE VII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a unanimous vote of all the remaining members. In the event of a dissolution of the company, the undersigned members shall have the right to continue the business of the company without the consent of any other party.

ARTICLE VIII - MANAGEMENT

The company shall be managed by one or more managers in accordance with regulations and/or a membership agreement adopted by the members for the management of the business and affairs of the company. These 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 are:

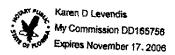
MARSHALL BERLE 4908 Dewey Rose Court Tampa, FL 33624-1047.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Lady Lake, Sumter County, Florida, on December 17, 2003.

KEVIN A. SENTNER

STATE OF FLORIDA COUNTY OF SUMTER

Sworn to and subscribed before me this 17th day of December, 2003, by KEVIN A. SENTNER, who is personally known to me.



Haren D. Lewendis

KAREN D. LEVENDIS, Notary Public State of Florida