

Janet S. Solitt

Attorney at Law

September 27, 1998

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

Re: Sound Investors, L.C.

500002653695--8
-10/01/98--01072--002
***337.50 ***293.75

Dear Sir/Madam:

Enclosed please find the following documents for the formation of
Sound Investors, L.C.:

1. Articles of Organization
2. Affidavit of Membership and Contributions
3. Certificate of Designation Registered Agent/Office

Also enclosed is a check in the amount of \$337.50 which covers
the following fees:

1. \$250.00 Filing Fee For Articles of Organization and Affidavit
2. \$ 35.00 Designation of Registered Agent/Office
3. \$ 52.50 Certified Copy

Please send the certified copies to my office at 6531 NW 98th
Drive, Parkland, FL 33076.

Thank you for your assistance with this matter.

Sincerely,

Janet S. Solitt

Janet S. Solitt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DCC
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6531 NW 98th Drive, Parkland FL 33076
DCC

L98000002110

6531 NW 98th Drive, Parkland FL 33076

(954)341-2872

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is Sound Investors, L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of Sound Investors, L.C. is: 1234 Northwest 79th Street, Miami, Florida 33147.

ARTICLE III - Duration

The period of duration for Sound Investors, L.C. shall be perpetual.

ARTICLE IV - Management

Sound Investors, L.C. is to be managed by the members and the name and address of the managing member is Sidney H. Savelle, 1234 Northwest 79th Street, Miami, Florida 33147.

ARTICLE V - Members Right to Continue Business

The right, if given, of the remaining members of the limited liability 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 limited liability company shall be permitted.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

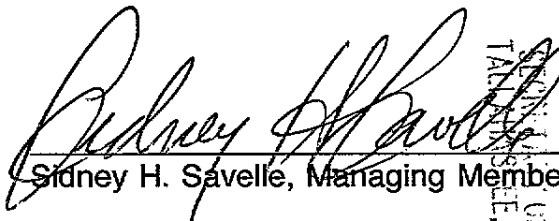

Sidney H. Savelle, Managing Member

In accordance with Section 608.407 Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Sound Investors, L.C. deposes and says:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the members, as of formation, is fifty thousand dollars (\$50,000.00).
- 3) no other property, other than cash, has been contributed by members.


Sidney H. Savelle, Managing Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

In accordance with section 608.408(3) Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608, Florida Statutes, the undersigned limited liability company, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is: Sound Investors, L.C.
2. The name and address of the registered agent and office is:

Sidney H. Savelle
1234 N.W. 79th Street
Miami, Florida 33147

Signature: _____

Date: _____

Sidney H. Savelle
9-25-98
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____

Date: _____

Sidney H. Savelle
9-25-98