

Jumpingjaxtax.comSM
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Jumpingjaxtax.com, Inc.

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National Association
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Enrolled to Practice before the Internal Revenue Service Nationwide

June 27, 2000

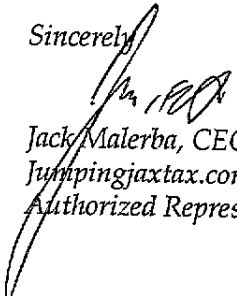
Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Filing of Articles of Incorporation

To Whom It May Concern:

The authorized representative submits the original and a copy of these Articles of Organization along with the appropriate filing fee.

Sincerely,


Jack Malerba, CEO,
Jumpingjaxtax.com, Inc.,
Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Organization For South End Studios, L.L.C.



Following Chapter 608 of the Florida Statutes, the authorized representative submits these Articles of Organization for a Florida domestic limited liability company.

Article 1 – Name and Principal Office

The name of the limited liability company is **South End Studios, L.L.C.** The limited liability company's physical and mailing address is 13861-63 SW 142 Av., Miami, FL 33186.

Article 2 – Duration

The duration of the limited liability company is perpetual, unless dissolved by a simple majority vote of the members of record, in accordance with the operating agreement of the limited liability company and the Florida Limited Liability Company Act.

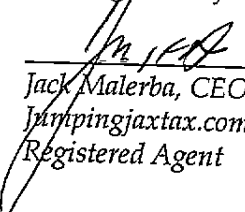
Article 3 – Purpose

The limited liability company shall engage in a business as independent musical artists or any business permitted under Florida Limited Liability Company Act.

Article 4 – Registered Agent and Registered Office

The name of the limited liability company's first registered agent is **Jumpingjaxtax.com, Inc.** Its address is 1940 Harrison St., #200-B, Hollywood, FL 33020-5072.

As registered agent, **Jumpingjaxtax.com, Inc.** accepts service of process for the above limited liability company at the place designated in these articles of organization. It accepts this appointment and agrees to act in this capacity. It further agrees to comply with the provisions of all Florida statutes relating to the proper and complete performance of its duties. **Jumpingjaxtax.com, Inc.** is familiar with and accepts the obligations of registered agent for this limited liability company.



Jack Malerba, CEO,
Jumpingjaxtax.com, Inc.,
Registered Agent

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TALLAHASSEE, FLORIDA

Article 5—Members

The members of this limited liability company are Joanna Espeut, of 13861 SW 142 Av., Miami, FL 33186; Karl Pitterson, of 13862 SW 142 Av., Miami, FL 33186; and Anthony Chin Loy, of 13863 SW 142 Av., Miami, FL 33186.

Article 6—Limited Liability Company Operating Agreement

The limited liability company operating agreement regulates the business affairs of this limited liability company.

Article 7—Transferability of Member's Interest

Member's interest in this limited liability company may be transferred as described in this limited liability company's operating agreement and the Florida Limited Liability Company Act.

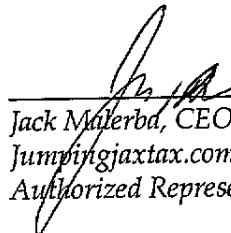
Article 8—Management

The members of this limited liability company will manage the limited liability company. The managers are Joanna Espeut, of 13861 SW 142 Av., Miami, FL 33186; Karl Pitterson, of 13862 SW 142 Av., Miami, FL 33186; and Anthony Chin Loy, of 13863 SW 142 Av., Miami, FL 33186. These managers will serve until the first organizational meeting of this limited liability company or until their successors are elected and accept their elections.

A member, manager, managing member, agent, or authorize representative of this limited liability company will not be held liable to the limited liability company or its members for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

Article — Name and Address of the Authorized Representative

Jumpingjaxtax.com, Inc., of 1940 Harrison St., #200-B, Hollywood, FL 33020-5072 is the authorized representative for this limited liability company.



Jack Malerba, CEO,
Jumpingjaxtax.com, Inc.,
Authorized Representative

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