

ACCOUNT NO. : 072100000032

REFERENCE: 116460 11654A

AUTHORIZATION :

COST LIMIT : \$ 165.00

ORDER DATE: April 16, 2001

ORDER TIME: 11:54 AM

ORDER NO. : 116460-005

CUSTOMER NO: 11654A

CUSTOMER: Ms. Jacky C. Portal

Holtzman Equels & Furia

2601 South Bayshore Drive

Suite 600

Miami, FL 33133

DOMESTIC FILING

NAME:

ALESIS STUDIO ELECTRONICS, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX ____ CERTIFICATE OF GOOD STANDING (2)

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

500004010895--8

HD1-8538



April 16, 2001

CSC DARLENE WARD

SUBJECT: ALESIS STUDIO ELECTRONICS, LLC

Ref. Number: W01000008538

We have received your document for ALESIS STUDIO ELECTRONICS, LLC and the authorization to debit your account in the amount of \$165.00. However, the document has not been filed and is being returned for the following:

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley Document Specialist

Letter Number: 801A00022451

ARTICLES OF ORGANIZATION OF ALESIS STUDIO ELECTRONICS, LLC

ARTICLE I Name

STUDIO

The name of this Limited Liability Company shall be ALESIS ELECTRONICS, LLC (the "Company").

ARTICLE II Principal Place of Business and Mailing Address

2821 Evans Street Hollywood, Florida 33020

ARTICLE III Initial Registered Office and Registered Agent

The initial registered agent of the Company shall be HE&F Registered Agent Corp. The address of the initial registered agent is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133.

ARTICLE IV Management

The Limited Liability Company is to be managed by a manager who shall serve as the manager of the Limited Liability Company until the first meeting of members or until his successor(s) is/are elected and qualified, and whose name and address is as follows:

Gerard M. Cohen c/o 2821 Evans Street Hollywood, Florida 33020

ARTICLE V Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the ferms and conditions of the admissions shall be as determined in accordance with the Regulations of the Limited Liability Company.

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ARTICLE VI Members' Rights 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 as determined in accordance with the Regulations of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 13 to day of 2001, effective upon filing same with the Florida Department of State.

STUDIO

ALESIS/ELECTRONICS, LLC, a Florida limited liability company

Arthur I Furia Authorized Representative

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

STUDIO

The undersigned, having been named the Registered Agent of ALESIS/ELECTRONICS, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

HE&F Registered Agent, Corp.

Arthur Furio Vice President

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