

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

**Division of Corporations
Fax Number : (850) 205-0383**

From:

**Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133**

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LIMITED LIABILITY COMPANY

ACE PRO AUDIO & RECORDING, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
ACE PRO AUDIO & RECORDING, L.L.C.**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company ("Company"):

**ARTICLE I
Name**

The name of the Company is Ace Pro Audio & Recording, L.L.C.

**ARTICLE II
Principal Office and Mailing Address**

The principal office and mailing address of the Company are: 3342 N.E. 171 Street, North Miami Beach, Florida 33160.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the initial registered office of the Company is Carlton Fields, P.A., Bank of America at International Place, 100 S.E. 2nd Street, Miami, Florida 33131-9101, and the name of its initial registered agent at that address is Jay A. Steinman.

**ARTICLE IV
Organizing Member**

The name and address of the member of the Company executing these Articles of Organization is:

<u>Name</u>	<u>Address</u>
Frederick Rubin	3342 N.E. 171 Street North Miami Beach, Florida 33160

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IN WITNESS WHEREOF, for the purpose of forming this limited liability company under the laws of the State of Florida, the undersigned, constituting an Authorized Representative of the sole member of this limited liability company, has executed these Articles of Organization this 21 day of June 2001.

By: [Signature]
Jay A. Steinman, as
Authorized Representative

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared Jay A. Steinman, as Authorized Representative of the sole member of the limited liability company, he is personally known to me to be the person described in and who executed the foregoing instrument or who has produced a Florida driver's license as identification and acknowledged before me that he executed the same.



[Signature]
Notary Public, State of Florida at Large

MARIA TERESA GERSING
Print, Type or Stamp Name;
Commission No.:
My Commission Expires;

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Dated this 21 day of June 2001.

REGISTERED AGENT:

CARLTON FIELDS, P.A.

By: [Signature]
Name: Jay Steinman
Title: Shareholder

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