



L010000012745

ACCOUNT NO. : 072100000032

REFERENCE : 292876 7278683

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : July 27, 2001

ORDER TIME : 10:06 AM

ORDER NO. : 292876-001

CUSTOMER NO: 7278683

CUSTOMER NAME: Mr. Stephen R. Cox
Mr. Stephen R. Cox

5050 West Lemon Street

Tampa, FL 33609

500004511295--5

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG - 5

NOT RECORDED
TO ACHIEVE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: MUSIC ENTERTAINMENT NETWORK,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

01 AUG - 1 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

JB
8-1-01

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MUSIC ENTERTAINMENT NETWORK, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

5050 WEST LEMON STREET, TAMPA, FL 33609

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company		
Name		
1201 Hays Street		
Florida street address (P.O. Box NOT acceptable)		
Tallahassee	FL	32301
City, State, and Zip		

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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Corporation Service Company

By: Laura R. Dunlap
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Laura R. Dunlap
Signature of a member or an authorized representative of a member.

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

Laura R. Dunlap
as its agent

Typed or printed name of signee

FILING FEES:

\$ 100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (OPTIONAL)
\$ 5.00 Certificate of Status (OPTIONAL)

01 AUG - 1 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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MANAGERS:

Stephen R. Cox
5050 West Lemon Street
Tampa, FL 33609

Jeffrey M. Arthur
3457 Rolling Trails
Palm Harbor, FL 34684

Thomas C. Williams
2997 Whisper Lane North
Clearwater, FL 33762

MEMBERS:

Headliner Productions, LLC
5050 West Lemon Street
Tampa, FL 33609

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of MUSIC ENTERTAINMENT NETWORK, LLC, (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this day of ,


Signature

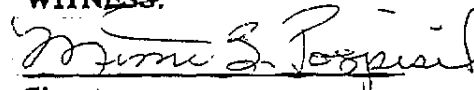
STEPHEN COX
Print Name of Signer

WITNESS:


Signature

D. Schroeder
Print Name of Witness

WITNESS:


Signature

Mimi B. Pospisil
Print Name of Witness

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA