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LAW OFFICE OF MICHAEL R. YOKAN

1301 Riverplace Blvd., Suite 2600

Jacksonville, Florida 32207

Telephone (904) 854-8011

Facsimile (904) 854-8013

August 15, 2001

Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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***155.00 ***155.00

Re: Red Letter, LLC

Dear Madam or Sir:

Enclosed please find: (1) my firm check no. 1241 in the amount of \$155.00; (2) Articles of Organization for Red Letter, LLC; (3) a copy of the Articles of Organization for certification by your office; and (4) a Certificate of Designation of Registered Agent/Registered Office. Please file the original Articles of Organization as well as the Designation of Registered Agent, and return the certified copy to my office.

Thank you for your attention to this matter.

Sincerely yours,

AUTHORIZATION BY PHONE TO

CORRECT

Michael R. Yokan

CC EXAM

MRY/sav

Name	Availability
Document Examiner	Updater
Updater	Verifier
Acknowledgement	* P. Verifier

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TOTAL 155
BALANCE DUE \$
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

LAW OFFICE OF MICHAEL R. YOKAN

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Jacksonville, FL 32207

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FAX TRANSMITTAL

to:

Division of Corporations, LLC Division
Attn: Brenda

fax #

850-410-1015

From:

Michael R. Yokan

Date:

August 16, 2001

Re:

New LLC Filing

Pages:

5, including this cover sheet

NOTES: The information contained in this facsimile message is privileged and confidential information intended only for the use of the above named individual or entity. If the reader of this message is not the intended recipient, you are notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.

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Jacksonville, Florida 32207

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August 16, 2001

Division of Corporations
LLC Division
Attn: Brenda
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Red Letter Day, LLC

Dear Madam:

In accordance with our discussion today, I have enclosed corrected pages for the Articles of Incorporation which I mailed to you on August 15, 2001. I anticipate you will receive those Articles of Incorporation in tomorrow's mail. Specifically, I have enclosed corrected pages 1 and 4. Please substitute those pages for the pages included in the packet I mailed to you. My clients intended the LLC to be named Red Letter Day, LLC and not merely Red Letter, LLC. I have also enclosed a corrected Certificate of Designation of Registered Agent/Registered Office.

Thank you for your assistance with this matter. Please call me if you have any questions concerning the foregoing.

Sincerely yours,



Michael R. Yokan

MRY/sav

ARTICLES OF ORGANIZATION
OF
RED LETTER DAY, LLC.

The undersigned pursuant to Chapter 608, Florida Statutes, certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conducting of business by the limited liability company.

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ARTICLE I

Name: The name of the limited liability company shall be Red Letter Day, LLC.

ARTICLE II

Purpose: In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

- A. To engage in any activity or business authorized under the Florida Statutes.
- B. To conduct and engage in the business of creating and selling musical compositions.
- C. To operate, conduct, carry on and engage in any other business or businesses not prohibited by law.
- D. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except

that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

E. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

F. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of property or other instruments to secure the payment of company indebtedness as required.

G. To purchase the assets of any other entity and engage in the same manner or other character of business.

H. To guarantee, endorse, purchase, hold, sell, transfer mortgages, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

I. The foregoing clauses shall be construed both as objects and powers, and it is expressly provided that the foregoing enumeration of specific powers and objects shall not be held to restrict or limit in any manner the general powers or objects of this limited liability company. In general, to carry on any other business in connection with or related or incidental to the foregoing permitted by law; to have and exercise all the powers conferred by the present or future laws of the State of Florida upon limited liability companies formed for any or all of the purposes aforesaid.

ARTICLE III

Address of Principal Office: This limited liability company shall have and continuously maintain in this state a registered office. The initial registered office and mailing address is designated as 1301 Riverplace Blvd., Suite 2600, Jacksonville, Florida 32207.

ARTICLE IV

Registered Agent: A registered agent, the initial registered agent is Michael R. Yökan, whose business address is 1301 Riverplace Blvd., Suite 2600, Jacksonville, Florida 32207.

ARTICLE V

Term: This limited liability company shall have perpetual existence and the commencement of its existence shall be at the time of the filing of these Articles of Organization by the Department of State, State of Florida.

ARTICLE VI

Management: All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

Management of this limited liability company at the time of formation is reserved to its members, whose names and addresses are as follows:

Dan McClintock
1461 Avondale Ave.
Jacksonville, Florida 32205

Peter Mosely
3615 Herschel Street

Jacksonville, Florida 32205

James Trimble
3728 McGirts Blvd.
Jacksonville, Florida 32210

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. In the event that new members are admitted into the limited liability company, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VII

Members Rights to Continue Business: On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VIII

Membership and Contribution: The undersigned member or authorized representative of a member of Red Letter Day, LLC, certifies:

- (a) The above named limited liability company has at least one member;
- (b) The total amount of cash contributed by the members is \$300.00;
- (c) If any, the agreed value of property other than cash contributed by the member(s) is \$0.00; and

- (d) The total amount of cash and property contributed and anticipated to be contributed by the members is \$300.00.



Michael R. Yokan, as an
authorized representative of each member

Date:

8/15/01

(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 OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. Name: The name of the limited liability company is Red Letter Day, LLC.
2. Registered Office: The address of the registered office of the limited liability company is 1301 Riverplace Blvd., Ste. 2600, Jacksonville, Florida 32207.
3. Registered Agent: Michael R. Yokan, is appointed, and by his signature below accepts appointment, to act as the registered agent of Red Letter Day, LLC.



Michael R. Yokan, as an
authorized representative of Red Letter Day, LLC

Date: 8/15/01

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 provision 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.



Michael R. Yokan

Date: 8/15/01

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