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INC.**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**SOUND DYNAMICS, L.L.C., a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

**ARTICLE I: NAME**

The name of the Limited Liability Company is **Sound Dynamics, L.L.C., a Florida limited liability company** (the "Limited Liability Company").

**ARTICLE II: DURATION**

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of all the remaining members, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

**ARTICLE III: PURPOSE**

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

**ARTICLE IV: ADDRESS OF PLACE OF BUSINESS**

The principal place of business and mailing address in Florida for the Limited Liability Company shall be 133 Sevilla, Coral Gables, Florida, 33134.



#### **ARTICLE V: REGISTERED AGENT**

The name of the initial registered agent in Florida for the Limited Liability Company is Neil Rollnick and the address of the initial registered agent is 133 Sevilla, Coral Gables, Florida 33134.

#### **ARTICLE VI: CAPITAL CONTRIBUTIONS**

The total amount of cash contributed to the Limited Liability Company is One Thousand (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

#### **ARTICLE VII: ADDITIONAL CONTRIBUTIONS**

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement of the members of the Limited Liability Company.

#### **ARTICLE VIII: ADDITIONAL MEMBERS**

Members may admit additional members upon unanimous agreement of the members in the Limited Liability Company.

#### **ARTICLE IX: CONTINUITY OF BUSINESS**

Upon 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, the business of the Limited Liability Company shall be continued and the Limited Liability Company shall not be dissolved unless the consent to dissolve of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.



## ARTICLE X: REGULATIONS

The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company.

## ARTICLE XI: MANAGEMENT

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The names and addresses of the managing members who shall serve as managing members until the first annual meeting of members or until their successors are elected and qualified are as follows:

1. Jose E. Villamor  
13001 Southwest 82<sup>nd</sup> Avenue  
Pinecrest, Florida 33156
2. James Ollerich  
15320 Southwest 106<sup>th</sup> Terrace, #1103  
Miami, Florida 33196

These Articles of Organization have been executed on the date set forth under the name of each of the subscribing members.

By: Jose E Villamor  
Jose E. Villamor, Managing Member

Date: October 23, 2001

By: James Ollerich  
James Ollerich, Managing Member

Date: October 23, 2001

(Acknowledgments on following page)

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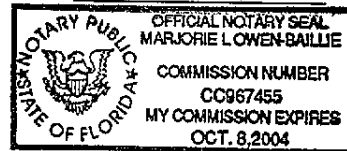
SS:

On this 23 day of October, 2001, before me personally appeared Jose E. Villamor, managing member of Sound Dynamics, L.L.C., a Florida limited liability company, to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

*Marjorie L. Owen-Baillie*  
Notary Public  
State of Florida at Large  
Print Name: MARJORIE L. OWEN-BAILLIE  
Commission No.: \_\_\_\_\_

My Commission Expires:



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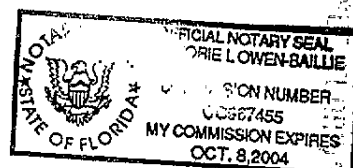
SS:

On this 23rd day of October, 2001, before me personally appeared James Ollerich, Managing Member, managing member of Sound Dynamics, L.L.C., a Florida limited liability company, to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

*Marjorie L. Owen-Baillie*  
Notary Public  
State of Florida at Large  
Print Name: MARJORIE L. OWEN-BAILLIE  
Commission No.: \_\_\_\_\_

My Commission Expires:





**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of Sound Dynamics, L.L.C., a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 23<sup>rd</sup> day of October, 2001.

Rollnick & Linden, P.A.

By: 

\_\_\_\_\_  
Neil Rollnick, Esq.,  
Registered Agent

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