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LOUIS TERTOCHA, P.A.
Attorney and Counselor at Law
SunTrust International Building
One Southeast Third Avenue, Suite 1450
Miami, Florida 33131

Telephone 305.377.2140 Email LTERTOCHA@hotmail.com Facsimile 305.530.9417

November 7, 2001

Secretary Of State
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/09/01--01038--005
****155.00 ****155.00

Attention: Registration for Limited Liability Company

Re: Registration of Mock & Roll, LLC.

Dear Sir/Madam:

This correspondence serves to request your office to register "Mock & Roll, LLC" as a limited liability company. Please find the enclosed documentation:

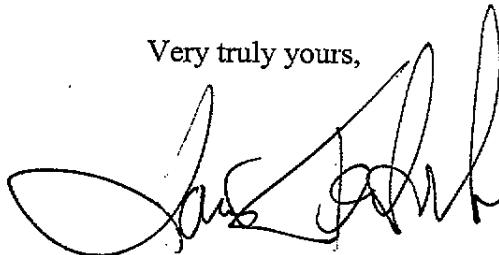
- (i) 2 sets of Articles Of Organization, and
- (ii) a check payable to the order of "Secretary of State" in the amount of \$155.00 for:

\$125.00 Registration fees
\$ 30.00 fee to certify the Articles Of Organization

\$ 155.00.

Please return all documents to our law firm at the address above stated. We appreciate and thank you for your assistance to expedite this matter.

Very truly yours,



Louis Tertocha

LT/N
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
Mock & Roll, LLC**

The undersigned for the purpose of forming a Limited Liability Company, pursuant to the Florida Statutes, Chapter 608, hereby files the following Articles of Organization.

ARTICLE I: NAME

The name of the Limited Liability Company shall be Mock & Roll, LLC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be located at 4913 S.W. 74th Court, Miami, Florida, 33155.

ARTICLE III: CORPORATE PURPOSE

The object and purpose to be transacted and carried on by this Limited Liability Company and the services to be rendered in connection therewith are as follows:

1. The Limited Liability Company shall engage in the business of music recording, management, publishing and production, exemplified by, but not limited to, the activities of: a) recording, producing, manufacturing, engineering, mixing, mastering, reproducing, distributing, promoting, marketing, selling, and licensing musical and audio-visual recordings (in all media currently existing or to be developed in the future), and the collection of income from said activities, b) promoting, licensing, publishing, selling, and exploiting the performance and publication of musical compositions and audio-visual recordings (in all media currently existing or to be developed in the future), administering the legal protection of musical compositions, the collection of income generated by the promotion, licensing, publishing, selling and exploitation of musical compositions, the distribution and payment to artists, songwriters and publishers of their respective shares of the collected income, the promotion of songwriters, the purchase, sale and licensing of music catalogs, and the production of musical recordings, c) the management, promotion and development of artists, songwriters, producers, and performances, and d) all other aspects of the music recording, publishing, production and management industry.

2. To do all and everything necessary and proper for the accomplishment of any of the objects or purposes enumerated in these Articles of Organization or any amendment thereto, or in furtherance of this Limited Liability Company and, in general, either alone or in association with other corporations, firms, entities, or individuals, to carry on any other lawful business, transactions, or activities for which a Limited Liability Company may be formed, and/or as permitted under the laws of Florida and the United States, and to attain the objectives of this Limited Liability Company.

ARTICLE IV: EXISTENCE AND DURATION

The existence of this Limited Liability Company shall commence upon the filing of these Articles of Organization, and shall continue perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V: INITIAL REGISTERED AGENT AND OFFICE

The name and the street address of the Initial Registered Agent is:

Mr. Francisco Villanueva
4913 S.W. 74th Court
Miami, Florida, 33155.

ARTICLE VI: MANAGEMENT

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

ARTICLE VII: INDEMNIFICATION

To the extent permitted by law, the Limited Liability Company is empowered to indemnify each member, manager, or person serving in the scope and course of their duties with the Limited Liability Company, or any former member, manager, or person of the Limited Liability Company, from and against any and all claims and liabilities to which such member, manager, or person shall become subject by reason of serving in the scope and course of their duties with the Limited Liability Company, or by reason of any action alleged to have been taken or omitted in such capacity. The

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TALLAHASSEE, FLORIDA

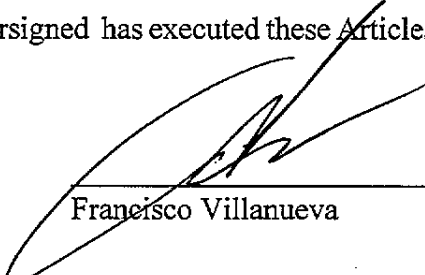
Limited Liability Company may reimburse each member, manager, or person, for all legal costs and attorneys fees (at all levels) and other expenses reasonably incurred in connection with any claim or liability.

The rights accruing to any member, manager, or person under the foregoing provisions shall not exclude any other rights to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the Limited Liability Company to indemnify or reimburse such member, manager, or person in any proper case even though not specifically provided herein.

ARTICLE VIII: AMENDMENT OF ARTICLES

This Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, as permitted by law, and any right conferred upon the members is subject to this reservation.

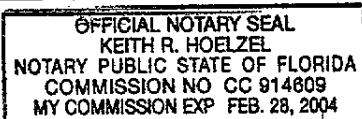
IN WITNESS WHEREFORE, the undersigned has executed these Articles of Organization on this 29 day of October, 2001.

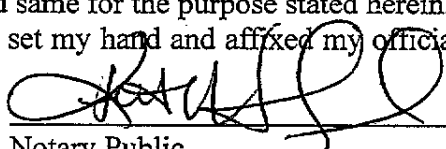

Francisco Villanueva

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me by Mr. Francisco Villanueva, who has identified himself with Florida Driver's License No. V451254614090 identifying himself as the person executing the foregoing instrument, and after being first by me duly sworn, deposes and states that he is the person described in and who executed the foregoing instrument, and who acknowledged that he executed same for the purpose stated herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29 day of October, 2001.




Notary Public
State Of Florida, County of Dade
My Commission CC 914609
My commission expires 2/28/04

(SEAL)

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statutes, Chapter 608, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statements in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company: Mock & Roll, LLC.
2. The name and address of the Registered Agent and office is:

Mr. Francisco Villanueva
4913 S.W. 74th Court
Miami, Florida, 33155.

ACCEPTANCE AND ACKNOWLEDGMENT

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 a Registered Agent as provided for in Florida Statutes, Chapter 608.



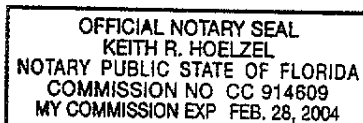
FRANCISCO VILLANUEVA

10-29-01
DATE

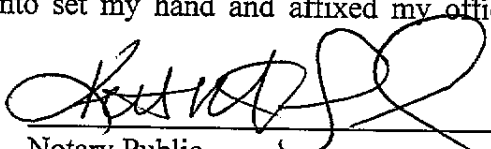
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this ____ day of October, 2001, by Francisco Villanueva, who has identified himself with Florida Driver's License No. V4512546L4090, identifying himself as the person executing the foregoing instrument, and after being first by me duly sworn, deposes and states that he is the person described in and who executed the foregoing instrument, and who acknowledged that he executed same for the purpose stated herein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 29 day of October, 2001.



(SEAL)



Notary Public
My Commission CC914609
My commission expires 2/28/04

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TALLAHASSEE, FLORIDA