

LAW OFFICES
DAVID BERCUSON, P.A.

L02000002049

January 15, 2002

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

Re: WOW MUSIC, LLC

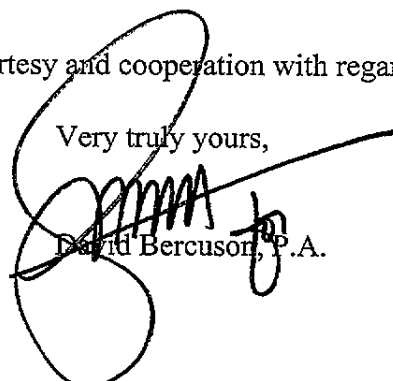
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Dear Secretary:

Enclosed please find an original and a copy of the Article of Organization for WOW MUSIC, LLC as well as a check in the amount of one hundred twenty five (\$125.00) dollars as required payment for the filing of said Articles. Please forward to the undersigned a Certified Copy once same are filed with the State.

Thank you for your courtesy and cooperation with regard to this matter.

Very truly yours,


David Bercuson, P.A.

DB/jmh
enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
WOW MUSIC, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be WOW MUSIC, L.L.C.

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for not more than fifty (50) years from the effective date of these Articles. For the purpose hereof, the "effective date" of these Articles shall be the date of their filing with the Florida Department of State.

**ARTICLE III
PURPOSE**

The Limited Liability Company is being formed for the purpose of engaging in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The Limited Liability Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 3801 North University Drive, #403, Fort Lauderdale, Florida 33351; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place of places of business as the members from time to time may determine. The name and the address of the original registered agent of this Limited Liability Company is TOM O'KEEFE, 3801 North University Drive, #403, Fort Lauderdale, Florida 33351.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than

\$100.00 contributed by its member(s) in money or in property, the fair market value thereof being determined by agreement of all the member(s). No additional contributions will be required to be made, but may be made, by the member(s) of this Limited Liability Company, upon unanimous approval of the member(s).

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the approval of member(s) holding a majority of the interests in the Company.

A member's interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining member(s), which he/she/they shall not be required to give. Without the unanimous approval of the remaining members, any such proposed transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining member(s), distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to the would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBER AND MANAGEMENT OF BUSINESS

The name(s) and address(es) of the member(s) of this Limited Liability Company is/are:

1. TOM O'KEEFE
3801 North University Drive, #403
Fort Lauderdale, Florida 33351
2. JOHN WAI
3801 North University Drive, #403
Fort Lauderdale, Florida 33351
3. DAVID S. WEINER
8815 Wonderland Avenue
Los Angeles, California 90046

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The business of this Limited Liability Company shall be managed by a special manager. TOM O'KEEFE is hereby appointed as special manager to carry out the day to day business of this Limited Liability Company. The special manager is authorized to employ personnel to conduct the business of this Limited Liability Company. The special manager may, without the prior approval of the member(s), bind the Limited Liability Company for any obligation. The Limited Liability Company is to be managed by the special manager and is, therefore, a manager-managed company.

ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any of the initial member(s) or upon the occurrence of any other event which terminates the continued membership of the initial member(s), this Limited Liability Company shall be dissolved; provided that the member(s), other than deceased, retired, resigned or expelled member(s), may consent to continue the business of this Limited Liability Company, or by amendment to these Article of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, and subject to distribution to the former member(s), his heirs and successors, of assets provided in dissolution.

ARTICLE IX
AMENDMENTS

These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being the initial member has executed these Articles of Organization on January 15, 2002.

TOM O'KEEFE

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 15th day of January, 2002 by TOM O'KEEFE, as a member of WOW MUSIC, L.L.C., who is personally known to me or who has produced personally known as identification, and did take an oath.

My Commission Expires:



J. M. Hernandez
Commission # CC 770682
Expires OCT. 13, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

OATH OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having being named as the registered agent for WOW MUSIC, L.L.C., at the place described in the attached Articles of Organization, hereby agrees to act in this capacity and agrees to comply with the provisions of all statutes relative to the proper and complete performance of these duties, and further, is familiar with and accepts the duties and obligations in Section 607.0505 of the Florida Statutes.

Dated this 15th day of January, 2002.



TOM O'KEEFE

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