

LO2000002049
LAW OFFICES
DAVID BERCUSON, P.A.

March 5, 2002

3/7

MJA

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

Amend + restate

LO2-2049

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*****55.00 *****55.00

Re: Amended and Restated Articles of Organization for WOW MUSIC, LLC

Dear Secretary:

Enclosed please find an original and a copy of the Amended and Restated Article of Organization for WOW MUSIC, LLC as well as a check in the amount of fifty five (\$55.00) dollars as required payment for the filing of said document. 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,

[Signature]
David Bercuson, P.A.

DB/jmh
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF**

WOW MUSIC, L.L.C.
(A Florida Limited Liability Company)

- FIRST:** The date of filing of the article of organization was January 22, 2002.
- SECOND:** The following amendments to the articles of organization were adopted by the limited liability company:

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

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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 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. NEURODISC RECORDS, INC.
3801 North University Drive, #403
Fort Lauderdale, Florida 33351
2. WONDERLAND ENTERPRISES, LLC
8815 Wonderland Avenue
Los Angeles, California 90046

The business of this Limited Liability Company shall be managed by the members.

ARTICLE VIII
DISSOLUTION OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall dissolve upon the first to occur of the following:

- a. On July 18, 2015;
- b. The withdrawal, retirement or expulsion of any Member;
- c. The bankruptcy, insolvency, or assignment for the benefit of creditors of or by any Member;
- d. The unanimous agreement of the Members.

ARTICLE IX
AMENDMENTS

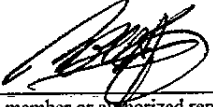
These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

ARTICLE X
INDEMNIFICATION OF MANAGERS, MANAGING MEMBERS, OFFICERS,
EMPLOYEES, AND AGENTS

The Limited Liability Company shall indemnify any member, managing member, manager, officer, employee, agent, or other person from and against any and all claims and demands whatsoever to the fullest extent permitted by applicable law in effect on the date hereof and to such greater extent as applicable law may hereafter from time to time permit.

The foregoing Restated and Amended Articles of Organization of Wow Music, LLC have been duly executed, and are being filed in accordance with Section 608.411.

Dated: March 4, 2002.



Signature of a member or authorized representative of a member

Thomas B. O'Kale

Typed or printed name of signee

Typed or printed name of signee

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

I hereby accept the appointment as registered agency of WOW Music, LLC. I am familiar with and accept the obligations of that position as provided for in the Florida Limited Liability Company Act.

Date: March 4, 2002



MR. TOM O'KEEFE