

LO2000002271

DAVID BERCUSON, P.A.

3/1

March 5, 2002

MMJH

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

LO2-2271

300005064173-4
-03/07/02-01048-019
*****55.00 *****55.00

Amended & Restated

Re: Amended and Restated Articles of Organization for KICK RECORDS, LLC

Dear Secretary:

Enclosed please find an original and a copy of the Amended and Restated Article of Organization for KICK RECORDS, 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,

David Bercuson, P.A.

DB/jmh
enclosures

FILED
02 MAR -7 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF**

KICK RECORDS, L.L.C.
(A Florida Limited Liability Company)

FIRST: The date of filing of the article of organization was January 23, 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 KICK RECORDS, 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR - 7 AM 9:46

FILED

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
MEMBERS 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. HARLAN PRODUCTIONS, INC. d/b/a MATRIX MUSICWORKS
6430 Sunset Boulevard, Suite #650
Hollywood, California 90028

This Limited Liability Company shall be a manager managed company.

ARTICLE VIII
DISSOLUTION OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall dissolved, its assets be disposed of, and its affairs wound up on the first to occur of the following:

- a. Expiration of the period fixed for the duration of the which is August 15, 2040;
- b. A determination by the vote, or written agreement of all Members to dissolve the Limited Liability Company;
- c. Upon the death, bankruptcy, insolvency, or the judicial appointment of a conservator for a Member unless the remaining Members vote, or consent in writing to continue the Limited Liability Company;
- d. Upon the entry of a decree of judicial dissolution; and
- e. Upon the sale of all or substantially all of the Limited Liability Company's assets unless all Members consent in writing to continuing the Limited Liability Company

ARTICLE IX
AMENDMENTS

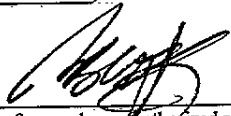
These articles may be amended from time to time by a unanimous written consent of all the member(s), and the amendment shall be filed, duly signed by all member(s) of this Limited Liability Company, with the Florida Department of State.

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 KICK RECORDS, 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

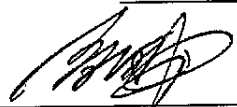
Thomas B O'Keefe

Typed or printed name of signee

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

I hereby accept the appointment as registered agency of Kick Records, 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