

L02000010194

Debra Naddeo
4301 Down Point Lane
Windermere, FL 34786

April 18, 2002

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Hustler Records, LLC

600005328426--5
-04/24/02--01016--002
***125.00 ***125.00

Dear Sir or Madam:

Enclosed herewith for filing with your office, please find the original and one (1) copy of the Articles of Organization, and Certificate of Designation of Registered Agent for Hustler Records, LLC.

Please return the documents and/or a letter of acknowledgment to this office after the Articles have been filed.

Also enclosed is our check in the amount of \$125.00 payable to the Florida Department of State to cover the filing fees.

Thank you very much for your assistance.

Very truly yours,

Debra Naddeo
Debra Naddeo

Enclosure(s)

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE 1 – Name:

The name of the Limited Liability Company is:

Hustler Records, LLC

ARTICLE II – Address:

The mailing address and street of the principal office of the Limited Liability Company is:

4301 Down Point Lane
Windermere, FL 34786

ARTICLE III – Registered Agent, Registered Office, & Registered Signature:

The name and the Florida street address of the registered agent is:

Debra Naddeo
4301 Down Point Lane
Windermere, FL 34786



Registered Agent's Signature

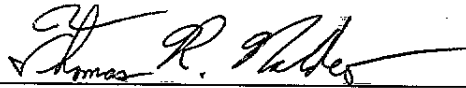
Having been named as a registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of 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 registered agent as provided for in Chapter 608, F.S.

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ARTICLE IV – Management:

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



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this documents constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Thomas R. Naddeo (Signee)

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TALLAHASSEE, FLORIDA

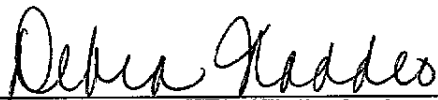
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

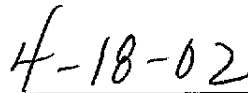
1. The name of the limited liability company is **Hustler Records, LLC**.
2. The name and address of the registered agent and office is:

Debra Naddeo
4301 Down Point Lane
Windermere, Florida 34786

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 registered agent.



Debra Naddeo



(Date)

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TALLAHASSEE, FLORIDA