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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**GUARANTEE**

If we are the original tax preparer we will represent you for free within 3 years from the filing date of the tax return, including extensions of time to file BUT NOT EXTENSIONS OF TIME TO PAY TAX, should the Internal Revenue Service or state revenue service audit your tax return. This offer does not extend to tax returns we did not originally prepare such as amended tax returns. We do not assure the outcome of any audit.

**PRIVACY**

We do not disclose any private information about our clients or former clients to anyone, except as instructed to do so by such clients, or as required by law. We restrict to private information to those professionals necessary to prepare tax returns and financial compilations. We maintain physical, electronic and procedural safeguards to protect your private information. As tax preparers, we are prohibited by the Title 26 of the United States Code, Section 7216, from disclosing your income tax return information without your consent, other than for the specific purpose of preparing, assisting in preparing or obtaining and providing services in connection with the preparation of an income tax return for you.

24 August 2004

1. Sign the original and copy of these Amended and Restated Articles of Organization (2 signatures total) as the President wherever you see tags.
2. Draft a \$25.00 check payable to the Florida Department of State. Write MUSICALIA, LLC AND DOC # L02000010433 on the check.
3. Mail the original and the copy of these Amended and Restated Articles of Organization along with the \$25.00 check in the provided envelope to the Florida Department of State.
4. The Florida Department of State will mail the processed copy to you within 15 business days after you mail the documents.

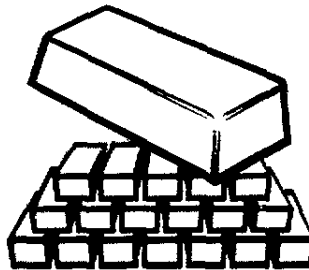
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Attachment: Restated and Amended Articles of Organization

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**THE AMENDED AND RESTATED ARTICLES OF ORGANIZATION**  
**For**  
**MUSICALIA, LLC**  
(A Florida Limited Liability Company)

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**PREAMBLE**

Lisa Weber, who holds 100% of the Interest of this Florida Limited Liability Company, adopted these Amended and Restated Articles of Organization for MUSICALIA, LLC, Florida Document L02000010433, on 26 AUGUST 2004, following § 608.411, Florida Statutes.

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION**

**Article I.        The Name of this Florida Limited Liability Company**

**Section 1.01**    The name of this Florida Limited Liability Company is **MUSICALIA, LLC.**

**Article II.       The Mailing Address and Street Addresses of the Principle Office of this Florida Limited Liability Company.**

**Section 2.01**    The mailing and street addresses of the principal office of this Florida Limited Liability Company is **151 North Knob Hill Rd., PMB 268, Plantation, FL 33324.**

**Article III.      Duration**

**Section 3.01**    This Florida Limited Liability Company **SHALL DISSOLVE 31 DECEMBER 2101** following these Amended and Restated Articles of Organization and the Amended and Restated Operating Agreement of this Florida Limited Liability Company, unless amended by the Majority-in-Interest of the Members of this Florida Limited Liability Company by 1 October 2102, in accordance with the Amended and Restated Operating Agreement of this Florida Limited Liability Company.

**Article IV.       Purpose**

**Section 4.01** This Florida Limited Liability Company shall engage in any lawful business pursuant to the Florida Limited Liability Act.

**Article V. The Registered Agent of this Florida Limited Liability Company**

**Section 5.01 Designation of the Registered Agent**

- (a) The Name and Street Address of the **REGISTERED AGENT** of this Florida Limited Liability Company is **Lisa Weber** and the street address is **151 North Knob Hill Rd., PMB 268, Plantation, FL 33324.**
- (b) As Registered Agent, Lisa Weber accepts service of process for the above Florida Limited Liability Company at the street address designated in these Amended and Restated Articles of Organization. She accepts his appointment and agrees to act in this capacity. It further agrees to comply with the provisions of the Florida Limited Liability Company Act, relating to the proper and complete performance of her duties. Lisa Weber is familiar with and accepts the obligations of Registered Agent for this Florida Limited Liability Company.



Lisa Weber, President  
Registered Agent

**Article VI. Members of this Florida Limited Liability Company**

**Section 6.01** Members must U.S. Citizens or resident aliens.

**Section 6.02** Lisa Weber is the Sole Member of this Florida Limited Liability Company who owns 100% of the Interest of this Company effective with the filing date of these Amended and Restated Articles of Organization.

**Section 6.03** The Majority-in-Interest of the Members of this Florida Limited Liability Company must approve admission of additional Members in accordance with the Operating Agreement of this Florida Limited Liability Company.

**Article VII. Management**

**Section 7.01** This Florida Limited Liability Company is Member-Managed effective with the filing of these Amended and Restated Articles of Organization by consent of the Majority-in-Interest of the Members.

**Section 7.02** All Members are Managing Members following the Amended and Restated Articles of Organization and the Amended and Restated Operating Agreement of this Florida Limited Liability Company.

**Section 7.03** The term "Managing Member" used in the Florida Limited Liability Company Act refers to Members in this Florida Limited Liability Company.

**Article VIII. Officers**

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**Section 8.01** Lisa Weber is the President of this Florida Limited Liability Company by consent of the Majority-in-Interest of the Members. She shall exercise the enumerated powers within the Amended and Restated Operating Agreement of this Florida Limited Liability Company.

**Section 8.02** The Majority-in-Interest of the Members may delegate other Officers for this Florida Limited Liability Company following the Amended and Restated Operating Agreement of this Florida Professional Limited Liability Company.

**Article IX. The Effective Time and Date of Commencement of this Florida Limited Liability Company**

**Section 9.01** The effective time and date of commencement of this Florida Limited Liability Company was 30 April 2002.

**Article X. Indemnification of Members, Registered Agents, Authorized Representatives, Employees, or Other Agents of the Florida Limited Liability Company**

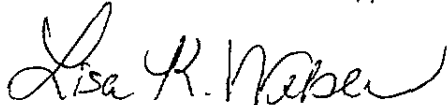
**Section 10.01** This Florida Limited Liability Company shall indemnify and hold harmless any Member, any Registered Agent, any Authorized Representative, any Employee or any other Agent from and against all claims and demands with restrictions imposed by these Amended and Restated Articles of Organization and the Amended and Restated Operating Agreement of this Florida Limited Liability Company.

**Section 10.02** Indemnification shall not be made to or on behalf of any Member, any Registered Agent, any Authorized Representative, any Employee, or any other Agent if a judgment or other final adjudication establishes the actions, or omissions to act, of such Member, Registered Agent, Authorized Representative, Employee, or other Agent were material to the cause of action so adjudicated and constitute a violation of criminal law, unless the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent had no reasonable cause to believe such conduct was unlawful; a transaction from which the Member, the Registered Agent, the Authorized Representative, the Employee, or the other Agent derived an improper personal benefit; or willful misconduct or a conscious disregard for the best interests of this Florida Limited Liability Company in a proceeding by, or in the right of this Florida Limited Liability Company to procure a judgment in its favor or in a proceeding by or in the right of a Member; or in the case of a Member of this Florida Limited Liability Company, a circumstance under which the liability provisions of § 608.426, Florida Statutes are applicable.

**Article XI. Approval and Execution by the Sole Member who holds 100% of the Interest this Florida Limited Liability Company.**

**Section 11.01** These Amended and Restated Articles of Organization have been approved by the Majority-in-Interest of the Members of this Florida Limited Liability Company.

**Section 11.02** The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true, pursuant to § 608.408(3), Florida Statutes.



**Lisa Weber, President**  
**Musicala, LLC**