

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L03000014161
FILED 8:00 AM
April 21, 2003
Sec. Of State

Article I

The name of the Limited Liability Company is:

POP UP RECORDS, LLC

Article II

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

3710 VILLAGE DRIVE
UNIT D
DELRAY BEACH, FL. 33445

The mailing address of the Limited Liability Company is:

3710 VILLAGE DRIVE
UNIT D
DELRAY BEACH, FL. 33445

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

JASON D KNAPFEL
3710 VILLAGE DRIVE
UNIT D
DELRAY BEACH, FL. 33445

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.

Registered Agent Signature: JASON D. KNAPFEL

Article V

The name and address of managing members/managers are:

Title: MGRM
JASON D KNAPFEL
3710 VILLAGE DRIVE; UNIT D
DELRAY BEACH, FL. 33445 US

Title: MGRM
NICK DOMINQUEZ
2326 S. CYPRESS BEND DRIVE; SUITE 219
POMPANO BEACH, FL. 33069 US

Article VI

The effective date for this Limited Liability Company shall be:

05/01/2003

Signature of member or an authorized representative of a member

Signature: JASON D. KNAPFEL

L03000014161
FILED 8:00 AM
April 21, 2003
Sec. Of State