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(Requestor's Name)

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(City/State/Zip/Phone #)

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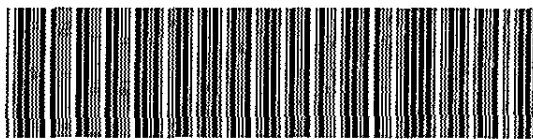
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KERRY M. WILSON

May 15, 2003

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

**RE: BELLTOWER MUSIC, LLC**

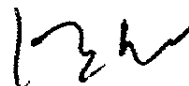
Gentlemen:

Enclosed for filing please find the Articles of Organization for the above-referenced Florida limited liability company.

Also enclosed is a check in the amount of \$155.00 for the filing fee and the cost of a certified copy.

If anything further is needed, please let me know. Otherwise, please forward the certified copy to me at the above Winter Haven address.

Sincerely,



KERRY M. WILSON

:pk  
Enclosures

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**ARTICLES OF ORGANIZATION  
FOR  
BELLTOWER MUSIC, LLC,  
A Florida Limited Liability Company**

The undersigned, desiring to form a professional limited liability company under and pursuant to Chapters 608, Florida Statutes, the Florida Limited Liability Company Act, and Chapter 621, does hereby adopt the following Articles of Organization for such Company:

**ARTICLE I**

**Name**

The name of this Company shall be **BELLTOWER MUSIC, LLC.**

**ARTICLE II**

**Duration**

The term of existence of the Company shall be perpetual.

**ARTICLE III**

**Mailing and Street Address**

The mailing address of the Company is 214 South Lakeshore Blvd., Lake Wales, FL 33853, and the street address of the Company is 214 South Lakeshore Blvd., Lake Wales, FL 33853.

**ARTICLE IV**

**Registered Agent and Office**

The name and street address of the initial registered agent and office for this Company is as follows: JAMES C. FLEMING, 214 South Lakeshore Blvd., Lake Wales, FL 33853.

**ARTICLE V**

**Admission of Additional Members;  
Terms and Conditions of such Admissions**

Additional Members may be admitted upon unanimous consent of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of this Company and in accordance with applicable law.

**ARTICLE VI**

**Management of Company**

The Company is to be a member managed company.

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**ARTICLE VII**  
**Amendment of Articles of Organization**

Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Chapter 608, Florida Statutes, as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

**ARTICLE VIII**  
**Transferability of Member's Interest**

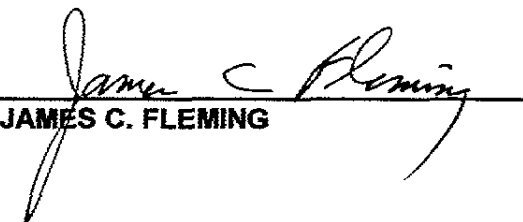
An interest of a Member of this Company may be transferred or assigned only to such extent and in the manner provided in the Operating Agreement of the Company and in accordance with applicable law.

*May* IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 13 day of ~~March~~, 2003.

  
JAMES C. FLEMING, a Member of the Company

**STATEMENT OF REGISTERED AGENT**

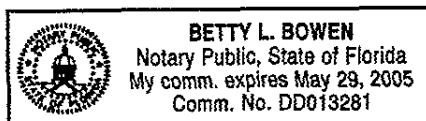
Having been named as Registered Agent and to accept service of process for the above-stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with the accept the obligations of my position as Registered Agent as provided in Chapter 608, Florida Statutes.


  
JAMES C. FLEMING

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of ~~March~~ *May*, 2003, by **JAMES C. FLEMING**, who is personally known to me or produced a \_\_\_\_\_ as identification.

(SEAL)



  
NOTARY PUBLIC  
*Betty L. Bowen*  
Print Name of Notary

My Commission Expires: