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From: Account Name : BLOCH, MINERLEY & FEIN, PL.
Account Number : I19980000064
Phone : (561)362-6699
Fax Number : (561)447-9884

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY
PHAT GROOVES ENTERTAINMENT, LLC

EFFECTIVE DATE
8-1-03

Certificate of Status	1
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ARTICLES OF ORGANIZATION**OF****PHAT GROOVES ENTERTAINMENT, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608):

1. **Name.** The name of this limited liability company is **PHAT GROOVES ENTERTAINMENT, LLC** ("Company").
2. **Duration.** The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of (all of) the remaining member(s).
3. **Mailing Address and Street Address.** The Company's mailing address is 333 West Camino Gardens Blvd., Suite 203, Boca Raton, FL 33432. The Company's street address is 333 West Camino Gardens Blvd., Suite 203, Boca Raton, FL 33432.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is **KENNETH L. MINERLEY, ESQ.** The street address of the initial registered agent of the Company is c/o Bloch, Minerley & Fein, P.L., 980 North Federal Highway, Suite 412, Boca Raton, FL 33432. **EFFECTIVE DATE: 8-1-03**
5. **Additional Members.** Additional member(s) to the Company may be admitted, but only if (all of) the current member(s) agree(s) to the admission of the additional member(s) and to the terms of admission.
6. **Termination of Membership.** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s) may, by unanimous written agreement, continue the business of the Company.
7. **Management of the Company.** The management of the limited liability company is reserved to the Member(s). The following person will initially be the manager:

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Name and Address:

LEONARD L. WILSON

**333 West Camino Gardens Blvd.,
Suite 203
Boca Raton, FL
Jupiter, FL 33458**

8. **Regulations.** The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. **Date of Existence of the Company. Date of Existence of the Company.** The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective on the 1 day of AUGUST, 2003.

KENNETH L. MINERLEY, Esq.
Authorized Representative

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

LIMITED LIABILITY COMPANY:

PHAT GROOVES ENTERTAINMENT, LLC

REGISTERED AGENT/OFFICE:

**KENNETH L. MINERLEY, Esq.
c/o Bloch, Minerley & Fein, P.L.
980 North Federal Highway, Suite 412
Boca Raton, FL 33432**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



KENNETH L. MINERLEY

Date: 8-1, 2003

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