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Certificates of Status

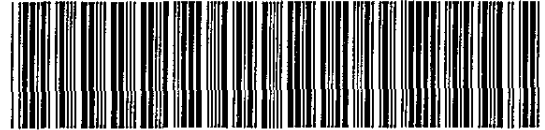
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03 OCT 22 AM 9:37

SEALING UNIT
TALLAHASSEE, FLORIDA

EILEEN TAGUE
728 N Street
West Palm Beach, FL 33401
561-252-8292

October 20, 2003

Florida Department of Revenue
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
(850)245-6051

Re: Upon The Hill Music, L.L.C. and Upon The Hill Records, L.L.C.

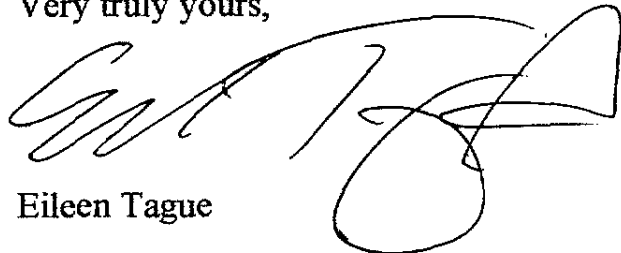
Dear Sir or Madam,

Enclosed for filing are Articles of Organization of Upon The Hill Music, L.L.C. and Upon The Hill Records, L.L.C. Please furnish us with certified copies of these documents.

Also enclosed are our checks for \$160.00 each in payment of the filing fees, certified copies, and certificates of status.

Thank you for your help and please call if you should have any questions.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Eileen Tague', with a large, stylized loop at the end.

Eileen Tague

Enclosures

**ARTICLES OF ORGANIZATION
OF
UPON THE HILL RECORDS, L.L.C.**

ARTICLE I

The name of the company is: **UPON THE HILL RECORDS, L.L.C.**

ARTICLE II

The purpose of this company is to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Act, FL Stat., Ch.608.

ARTICLE III

The street address of the principle office of the company is 728 N Street, West Palm Beach, FL 33401. The mailing address of the company is PO Box 1403, West Palm Beach, FL 33402.

ARTICLE IV

The name of the Company's initial registered agent is **EILEEN M. TAGUE** and her street address is 728 N Street, West Palm Beach, FL 33401.

ARTICLE V

The duration of the company is perpetual.

ARTICLE VI

Members of the company have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the company.

A member's interest in the company may not be sold or otherwise transferred except with unanimous consent of all members.

Upon death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall dissolve, unless the remaining members, by unanimous consent elect to continue the business of the company.

ARTICLE VII

The Company shall be managed by one (1) managing member. The name and address of the person who shall serve as Manager until the first annual meeting of members or until a successor is elected and qualified is as follows:

EILEEN M. TAGUE
728 N Street
West Palm Beach, FL 33401

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE VIII

A member acting in his, her, or its capacity as a Manager of the Company shall not be personally liable to the Company or its members for damages for any breach of duty in such capacity as a Manager except for damages resulting from actions or omissions by such Manager, as to which there shall be judgment or other final adjudication that establishes that such acts or omissions were in bad faith, involved intentional misconduct or a knowing violation of law, or that the Manager personally gained a financial profit or other advantage to which he, she or it was not legally entitled. This Article shall neither eliminate or limit the liability of a Manager for any act or omission occurring prior to the adoption of this article.

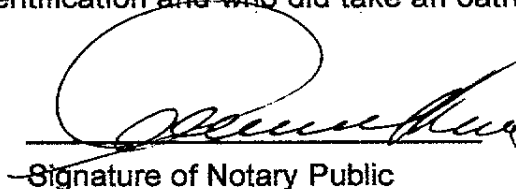
IN WITNESS WHEREOF, these Articles Of Organization have been subscribed by the undersigned on the date indicated.

Signed on the 17 day of October, 2003


EILEEN M. TAGUE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The forgoing instrument was acknowledged before me this 17 day of October, 2003, by, **EILEEN M. TAGUE** who is personally known to me () or who has produced DL# T200-218-168-520-0 as identification and who did take an oath.


Signature of Notary Public

 **Ana Rivera**
My Commission DD220000
Expires June 26, 2007
Printed Name of Notary Public

(NOTARY SEAL)

Commission number, if any
My commission expires:

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

In compliance with the Florida Limited Liability Act, the following is submitted:

UPON THE HILL RECORDS, L.L.C., with its principle place of business at 728 N Street, West Palm Beach, FL 33401 has named **EILEEN M. TAGUE** as its agent to accept service of process within the state of Florida.

Dated the 20 day of October, 2003.


EILEEN M. TAGUE

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby 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.


EILEEN M. TAGUE