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(Requestor's Name)

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(City/State/Zip/Phone #)

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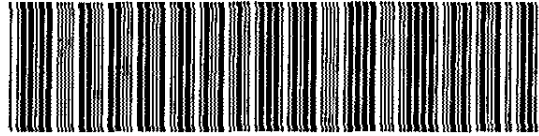
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FILED
04 FEB -6 AM 11:47
TALLAHASSEE, FLORIDA

The Law Office of Leslie Quinn, P.A.

Leslie Quinn **Licensed in Texas and Florida

Via U. S. Mail.

February 4, 2004

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

FILED
04 FEB -6 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Filing of Articles of Organization and Registered Agent Designation and
Acceptance for Ocala Piano Conservatory, LLC.

Dear Representative:

On behalf of my client, I have enclosed an original and one copy of the above documents to be filed for establishing the new limited liability company named "Ocala Piano Conservatory, LLC ." The entity shall exist and the Articles shall be effective as of February 5, 2004 or as soon thereafter as possible. The following fees are hereby being paid:

Filing Fee	\$100.00
Registered Agent Fee	\$ 25.00
Total Fee	<u>\$125.00</u>

A check in the amount of \$125.00 has been made payable to the Department of State and is enclosed.

Should you have any questions, please do not hesitate to contact my office.
Thank you for your assistance.

Sincerely,


Leslie Quinn

Encls.

**ARTICLES OF ORGANIZATION
OF THE
OCALA PIANO CONSERVATORY, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Ocala Piano Conservatory, L.L.C.

ARTICLE II -- ADDRESS

The mailing address of the principal office is 205 N.W. 50th Circle, Ocala, FL 34482 and the street address of the principal office is 108 N. Magnolia St., Suite 103A, Ocala, FL 34475.

ARTICLE III - PURPOSE

The limited liability company is purposefully organized to operate any lawful business.

ARTICLE IV-DURATION

The limited liability company shall commence its existence on February 5, 2004. The limited liability company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in Operating Agreement.

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TALLAHASSEE, FLORIDA
S. W. 50th

ARTICLE V -- REGISTERED OFFICE AND AGENT

The name of the registered agent and the street address of the registered agent of the limited liability company in the State of Florida is: C. Leslie Hammes, 108 N. Magnolia St. Suite 103A, Ocala, Fl 34475.

ARTICLE VI -- INITIAL AND ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make initial capital contributions in cash, services and/or property, however, each member shall continue to make additional capital contributions to the limited liability company only with the consent of the members having majority of the capital interests of the company entitled to vote or as otherwise provided in the Operating Agreement.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the Operating Agreement, no additional members shall be admitted to the company except with the written consent of the members having majority of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by those members. A member may transfer his or her interest in the company as set forth in the Operating Agreement and Bylaws of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless members having majority of the capital interests of the company entitled to vote other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless otherwise stated in the Operating Agreement or Bylaws, and only by a majority vote of the remaining members.

ARTICLE VIV -- MANAGEMENT

The limited liability company shall be initially managed by C. Leslie Hammes and shall continue to be managed by C. Leslie Hammes unless otherwise mandated in accordance with the Operating Agreement and Bylaws adopted by the members for the management of the business and affairs of the company. The Operating Agreement and Bylaws may contain any provisions for the regulation and management of the affairs of the limited liability company not inconsistent with law or these Articles of Organization. The address of the initial manager, C. Leslie Hammes is 108 N. Magnolia St. Suite 103A, Ocala, FL 34475.

ARTICLE X-AMENDMENT, MODIFICATION, OR REPEAL OF THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, OR BYLAWS

Except as set forth in the Operating Agreement and Bylaws, no amendment, modification or repeal of the Articles of Organization, Operating Agreement or Bylaws may be made without the written consent of the members having majority of the capital interests of the company entitled to vote and on the terms and conditions as shall be determined by the those members.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at 14615th Ave SW 201, on this the 4th day of February, 2004.

Richard K. Hammes

(name, typed or printed)
Richard K. Hammes
Witness

C Leslie Hammes

C. Leslie Hammes,
2052 N.W. 50th Circle, Ocala,
FL 34482, Member

Margaret Anderson - Margaret Anderson

(name, typed or printed)
Witness

STATE OF FLORIDA

COUNTY OF MARION

Sworn to and subscribed before me on this the 6th day of
February, 2004, C. Leslie Hammes who ...is personally
known to me/produced identification..... Type of identification
produced: Florida Drivers Licenses and or _____

Leslie Quinn

Notary Public - State of Florida
(Seal)

Exp. 1/22/05
CC# 994768



Leslie Quinn
MY COMMISSION # CC994768 EXPIRES
January 22, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
04 FEB -6 AM 11:44
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT, PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 608.415,
Florida Statutes, the following is submitted:

FIRST that the Ocala Piano Conservatory, L.L.C.
desiring to organize or qualify under the laws of the State
of Florida having its principal place of business at 108
Magnolia St., Suite 103A, Ocala, FL 34475, has named
Leslie Hammes of the same address, as its agent to accept
service of process within Florida.

Dated: This 4th day of February, 2004.

C. Leslie Hammes
C. Leslie Hammes, Member

SECOND having been named to accept service of process
for the above named Limited Liability Company, at the place
designated in this certificate, I hereby agree to act in
this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper
performance of my duties.

Dated: This 4th day of February, 2004.

C. Leslie Hammes
C. Leslie Hammes, Res. Agent

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TALLAHASSEE, FLORIDA