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(City/State/Zip/Phone #)

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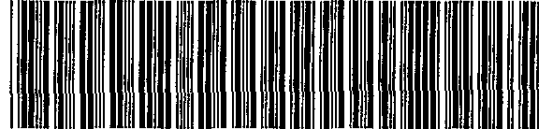
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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JB  
4-6-04

# LUSK, DRASITES & TOLISAÑO, P.A.

## ATTORNEYS AT LAW

202 Del Prado Boulevard S.  
Cape Coral, Florida 33990-1726  
P.O. Box 151207  
Cape Coral, Florida 33915-1207  
(239) 574-7442

\* LISA M. LUSK  
\*\* THOMAS E. DRASITES  
VINCENT P. TOLISANO  
\*\*\* MARK P. SMITH  
CONNIE L. COLLINS  
\*\*\*\* WM. SCOTT MORRIS  
\*\*\*\*\* DOMENIC J. VALENTINE  
HUGO M. VILLAGRA

FORT MYERS: (239) 337-1730  
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\* Board Certified Real Estate Lawyer  
\*\* Board Certified Wills, Trusts  
and Estate Lawyer  
\*\*\* Board Certified Civil Trial Lawyer and Board  
Certified Business Litigation Lawyer  
\*\*\*\* Admitted in Florida and Kansas  
\*\*\*\*\* Admitted in Florida and New York

March 26, 2004

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

RE: Q MUSIC USA, LLC  
Our File: 04/0210

Gentlemen:

Enclosed please find the original and a copy of Articles of Organization for the above-named Limited Liability Corporation. Please file the original of the enclosed Articles and return a certified copy to the undersigned.

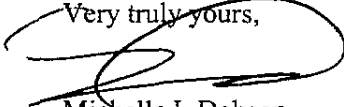
In addition, a check in the amount of \$130.00 is enclosed. This check represents the following fees:

### ARTICLES OF ORGANIZATION:

Filing Fee	\$125.00
Certificate of Statute	\$5.00
TOTAL	\$130.00

Thank you for your attention to this matter.

Very truly yours,

  
Michelle L Dobson  
Legal Assistant to Thomas E. Drasites  
LUSK, DRASITES & TOLISANO, P.A.

/mld

Enclosures: as stated

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**ARTICLES OF ORGANIZATION  
OF  
Q MUSIC USA, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be Q MUSIC USA, LLC, and its principal office shall be located at 8241 San Marcos, Ft. Myers, FL 33919, and its mailing address shall be P.O. Box 60474, Ft. Myers, FL 33906, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II**

**PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any

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other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise or do.

### ARTICLE III

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV

#### MANAGEMENT

This limited liability company shall be managed by one (1) manager. The name and address of the person who shall serve until the first annual meeting of members or until a successor is elected and qualified is as follows: ALLISON KOX, 8241 SAN MARCOS, FT. MYERS, FL 33919.

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

JASON WALASKAY, 342 PRATHER DRIVE, FT. MYERS, FL 33919  
ALLISON KOX, 8241 SAN MARCOS, FT. MYERS, FL 33919  
FRANS KOX, 8241 SAN MARCOS, FT MYERS, FL 33919  
JIM SWANN, 8241 SAN MARCOS, FT. MYERS, FL 33919

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## ARTICLE V

### MEMBERSHIP RESTRICTIONS

Members shall 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 limited liability company.

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

On the 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 limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

## ARTICLE VI

### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,500.00 cash shall be paid to the limited liability company by the 4 members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

## ARTICLE VII

### PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

JASON WALASKAY	31.66%
ALLISON KOX	31.67%
FRANS KOX	31.67%
JIM SWANN	5.00%

The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being March 15.

(b). *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the following shares:

JASON WALASKAY	31.66%
ALLISON KOX	31.67%
FRANS KOX	31.67%
JIM SWANN	5.00%

**ARTICLE VIII**

**DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE IX**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is P.O. BOX 60474, FT. MYERS, FL 33906, and the name of the company's initial registered agent at that address is ALLISON KOX.

*See attached for sheet address*

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Q MUSIC USA, LLC.

Executed by the undersigned this 25<sup>th</sup> day of March, 2004.

Witness

Witness

Witness

Witness

Witness

Witness

Witness

Witness

JASON WALASKAY

ALLISON KOX

FRANS KOX

JIM SWANN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF LEE

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **Q MUSIC USA, LLC**.

The name of the registered agent for Q MUSIC USA, LLC, is ALLISON KOX, and the street address of the company's principal office where the agent is located is 8241 SAN MARCOS, FT. MYERS, FL 33919.

This statement is to acknowledge that, as indicated above, Q MUSIC USA, LLC, has appointed me, ALLISON KOX, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated this 26<sup>th</sup> day of March, 2004.

Allison Kox  
ALLISON KOX, Registered Agent

The foregoing instrument was acknowledged this 26<sup>th</sup> day of March, 2004, by ALLISON KOX, agent on behalf of Q MUSIC USA, LLC, a limited liability company. She is personally known or has produced FL Driver License as identification

NOTARY PUBLIC



Michelle L. Dobson  
MY COMMISSION # CC978541 EXPIRES  
October 30, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

(NOTARY SEAL)

Print Name: \_\_\_\_\_

My commission expires: \_\_\_\_\_

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STATE OF FLORIDA  
TALLAHASSEE, FL 32309

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AND  
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