

L04000036052

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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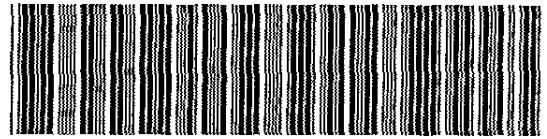
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
MAY 11 2004
TALLAHASSEE, FLORIDA

L04-36052
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TAMPA OFFICE
2700 BANK OF AMERICA PLAZA
101 EAST KENNEDY BOULEVARD
P.O. BOX 1102 (33601)
TAMPA, FLORIDA 33602-5150
TELEPHONE (813) 223-7474
FAX (813) 229-6553



Attorneys At Law

PLEASE REPLY TO
TAMPA

ST. PETERSBURG OFFICE
BANK OF AMERICA TOWER
200 CENTRAL AVENUE, SUITE 2100
ST. PETERSBURG, FLORIDA 33701
TELEPHONE (727) 898-7474
FAX (813) 229-6553
www.trenam.com

E-MAIL ADDRESS:
TMCMANUS@TRENAM.COM

DIRECT LINE: (813) 202-7822

April 30, 2004

***Via Certified Mail / Return Receipt
Requested 7003 2260 0000 0569 0046***

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Refined Records, LLC
Our File No. 01-9116

Dear Sir or Madam:

Enclosed for filing are the following originally executed documents:

1. Articles of Organization of Refined Records, LLC
2. Certificate of Conversion of Refined Records, LLC

Also enclosed is a check for \$150 to cover the filing fees.

Please send the acknowledgment letter upon registration to:

Tara McManus, Paralegal
Trenam Kemker
P.O. Box 1102
Tampa, FL 33601-1102

If you need to contact me regarding the filing, I can be reached at 813/202-7822. Thank you.

Sincerely,

A handwritten signature in dark ink, appearing to be "Tara McManus".

Tara McManus
Paralegal

Enclosures
/tm

FILED
CLERK OF COURT
TALLAHASSEE, FLORIDA
MAY 11 2004

CERTIFICATE OF CONVERSION

OF

REFINED RECORDS, LLC

The undersigned member hereby executes this Certificate of Conversion (the "**Certificate**") for the purpose of converting a foreign limited liability company to a Florida limited liability company in accordance with Section 608.439, Florida Statutes.

ARTICLE I

Previous Name of Company

The name of this limited liability company (the "**Company**") immediately prior to filing this Certificate was:

REFINED RECORDS, LLC.

ARTICLE II

Date and State of Formation

The Company was formed in the State of California on November 1, 1999.

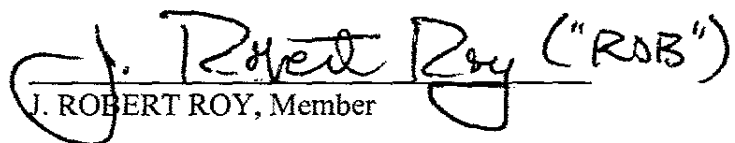
ARTICLE III

New Name of Company

The name of this limited liability company as set forth in the attached Articles of Organization is:

REFINED RECORDS, LLC.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.439, Florida Statutes, has executed this Certificate of Conversion, and hereby affirms under the penalties of perjury that the facts stated herein are true, to the best of the knowledge of the undersigned.


J. ROBERT ROY, Member

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

REFINED RECORDS, LLC

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company (the "Company") shall be:

REFINED RECORDS, LLC

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Company shall be:

301 W. Platt Street, Suite A-203
Tampa, Florida 33606

ARTICLE III

Registered Office and Registered Agent

The initial registered office of the Company shall be located at 301 W. Platt Street, Suite A-203, Tampa, Florida 33606, and the initial registered agent of the Company at such office shall be J. Robert Roy. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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CLERK OF DISTRICT COURT
JAN 2 1998
TAMPA, FLORIDA

ARTICLE IV

Operating Agreement

The power to adopt the Operating Agreement of the Company, to alter, amend, or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

ARTICLE V

Management of Business

Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in its manager(s). Accordingly, the Company shall be a manager-managed company.

ARTICLE VI

Initial Manager

The initial Manager of the Company shall be J. Robert Roy, who shall serve as Manager until such time he resigns, becomes unable to serve as Manager, or the Members of the Company elect a new Manager or Managers pursuant to the terms of the Operating Agreement of the Company.

ARTICLE VII

Amendment of Articles of Organization

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.

 ("ROB")
J. Robert Roy, Member

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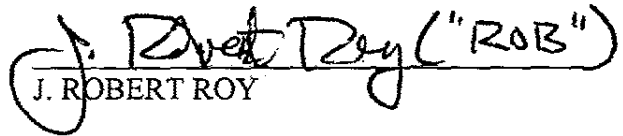
OFFICE OF STATE
TOL/PLASSEE FLORIDA

REFINED RECORDS, LLC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 6 day of March, 2004.

 ("ROB")
J. ROBERT ROY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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