

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000039694
FILED 8:00 AM
May 25, 2004
Sec. Of State
alunt

Article I

The name of the Limited Liability Company is:

MACLEE MUSIC (USA) LLC

Article II

The street address of the principal office of the Limited Liability Company is:

C/O MACLEE HOLDLINGS LLC
429 LENOX AVE.
MIAMI BEACH, FL. US 33139

The mailing address of the Limited Liability Company is:

C/O MACLEE HOLDLINGS LLC
429 LENOX AVENUE
MIAMI BEACH, FL. US 33139

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

ALEXANDER E BARTHET
200 SOUTH BISCAYNE BOULEVARD
SUITE 1800
MIAMI, FL. 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

Registered Agent Signature: ALEXANDER E. BARTHET

Article V

The name and address of managing members/managers are:

Title: MGR
LEON COHEN
200 SOUTH BISCAYNE BOULEVARD, SUITE 1800
MIAMI, FL. 33131 US

L04000039694
FILED 8:00 AM
May 25, 2004
Sec. Of State
alunt

Signature of member or an authorized representative of a member

Signature: ALEXANDER E. BARTHET