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ARTICLES OF ORGANIZATION OF UP FRONT MUSIC GROUP LLC

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

ARTICLE I - NAME

The name of the limited liability company shall be UP FRONT MUSIC GROUP LLC, ("company").

ARTICLE II - ADDRESS

The mailing address of the company is 7605 Collins Avenue, Miami Beach, Florida 33141.

The street address of the principal office of the company is 7605 Collins Avenue, Miami Beach, Florida 33141.

ARTICLE III - REGISTERED AGENT, OFFICE AND AGENT'S SIGNATURE

The name and street address of the registered agent of the company in the state of Florida are Richard C. Wolfe, Esq., Wolfe & Goldstein, P.A., 550 Brickell Avenue, Penthouse Suite, Miami, Florida 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 obligations of my position as registered agent as provided for in Chapter 608, F.S.

Richard C. Wolfe, Esq.

ARTICLE IV - MANAGEMENT

The company is to be managed by the following managers and is, therefore, a manager-managed company:

Rudy Perez 7605 Collins Avenue Miami Beach, Florida 33141

Elizabeth Perez 7605 Collins Avenue Miami Beach, Florida 33141

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be June 9, 2004.

IN WITNESS WHEREOF, the undersigned member or authorized representative has made and subscribed these articles of organization at Miami, Florida, on June 8, 2004.

Rudy Perez

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA COUNTY OF MIAMI-DADE

Sworn to and subscribed before methis fune 8, 2004 by Rudy Perez, who is personally known to me OR ___ produced identification. Type of identification produced: _____

Notary Public - State of Florida

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, UP FRONT MUSIC GROUP LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the limited liability company is UP FRONT MUSIC GROUP LLC.
- 2. The name and address of the registered agent in Florida are:

Richard C. Wolfe, Esq. Wolfe & Goldstein, P.A. 550 Brickell Avenue Penthouse Suite Miami, Florida 33131

The undersigned, being the person named in the articles of organization of UP FRONT MUSIC GROUP LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Richard C. Wolfe, Esq. Registered Agent

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