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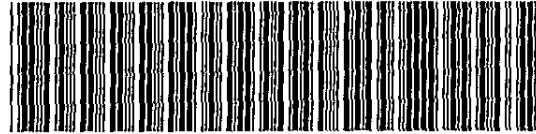
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04 OCT -4 AM 10:42  
TALLAHASSEE, FLORIDA

**STEPHEN J. McILVAIN**  
**5783 SW 40 STREET**  
**PMB #128**  
**MIAMI, FL 33155**

**Tel: 305-562-3909**  
**Email: stevem51@bellsouth.net**

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September 17, 2004

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

Subject: Backbeat Entertainment, LLC

Dear Department of State:

Enclosed are an original and one copy of the Articles of Organization of Backbeat Entertainment, LLC together with a check in the amount of \$160.00 for the filing fee, designation of registered agent, a certified copy and a certificate of status.

Please return all correspondence concerning this matter to:

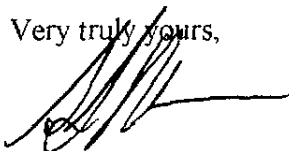
Stephen J. McIlvain  
5783 SW 40 Street  
PMB #128  
Miami, FL 33155

For further information concerning this matter, please call:

Kenneth P. Hutnick  
Telephone: 954-456-9821

I would appreciate your processing the Articles of Organization and returning the certified copy and certificate of status to me at the address noted above. Thank you for your attention to this matter.

Very truly yours,



Stephen J. McIlvain

**ARTICLES OF ORGANIZATION**  
**OF**  
**BACKBEAT ENTERTAINMENT, LLC**

The undersigned subscriber to these Articles of Organization is a natural person competent to contract and hereby form a Florida Limited Liability Company under Chapter 608 of the Florida Statutes.

**ARTICLE 1 – NAME**

The name of the Florida Limited Liability Company is BACKBEAT ENTERTAINMENT, LLC, (hereinafter, "Company").

**ARTICLE 2 – PRINCIPAL OFFICE**

The address of the principal office of this Company is 5783 SW 40 Street, Miami, FL 33155 and the mailing address is the same.

**ARTICLE 3 – REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this Corporation is Kenneth P. Hutnick, 300 Diplomat Parkway #808, Hallandale Beach, FL 33009.

**ARTICLE 4 – MANAGER(S) OR MANAGING MEMBER(S)**

The name and address of each Manager or Managing Member of the Company shall be:

Stephen J. McIlvain (MGRM)  
5783 SW 40 Street  
Miami, FL 33155

**ARTICLE 5 – PURPOSE OF COMPANY**

The Company shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

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FILED  
STATE OF FLORIDA  
HALLANDALE BEACH

**ARTICLE 6 – MEMBERS’ OPERATING AGREEMENT**

Membership interests of this Company may be subject to a Members’ Operating Agreement containing numerous restrictions on the rights of members of the Company and transferability of the membership interests in the Company. A copy of the Members’ Operating Agreement, if any, is on file at the principal office of the Corporation.

**ARTICLE 7 – POWERS OF COMPANY**

The Company shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Organization.

**ARTICLE 8 – TERM OF EXISTENCE**

This Company shall have perpetual existence.

**ARTICLE 9 – EFFECTIVE DATE**

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 10 – AMENDMENT**

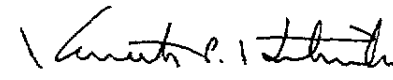
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization, or in any amendment hereto, or to add any provision to these Articles of Organization or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Organization or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have set my hand and seal, acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this 17<sup>th</sup> day of September, 2004.

  
\_\_\_\_\_  
Stephen J. McIlvain, Managing Member

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF ORGANIZATION**

Kenneth P. Hutnick, having a business office identical with the registered office of the Company named above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

  
\_\_\_\_\_  
Kenneth P. Hutnick