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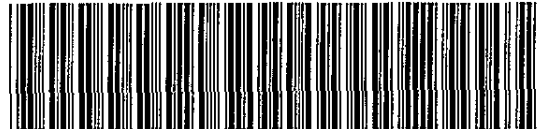
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(Business Entity Name)

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TALLAHASSEE, FLORIDA

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**Real Rock Entertainment LLC.
2692 NW 31st Ave, Bldg. 21
Lauderdale Lakes, Florida 33311**

January 30, 2005

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

Transmittal Letter

The name of the Limited Liability Company is : **Real Rock Entertainment LLC**
The enclosed Articles of Organization and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the following:

Pearson Thompson

(Name of Person)

Real Rock Entertainment, LLC.

(Firm/Company)

2692 NW 31st Ave., Bldg 21

(Address)

Lauderdale Lakes, Florida 33311

(City/State and Zip Code)

Enclosed is an original and (1) copy of the article of organization and a check for \$125.00 for the following:

**\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent**

Sincerely,


Pearson Thompson
President

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
REAL ROCK ENTERTAINMENT LLC.**

Pursuant to section 608.407, Florida Statutes, the Articles of Organization set forth the following:

ARTICLE I - NAME

The name of this limited liability company is Real Rock Entertainment LLC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The address of the limited liability company's (LLC) initial principal office is 2692 NW 31st Ave, Bldg 21, Lauderdale Lakes, Florida 33311. The LLC may maintain offices and/or transact business at other locations, either within or without the state of Florida.

ARTICLE III - COUNTY LOCATED

The county where the limited liability company Real Rock Entertainment LLC is located is Broward County.

ARTICLE IV - RECORDS

The LLC shall only keep at its designated office or a statement that the company's registered office shall be its designated office, which records include, but are not limited to the following:

VII.1

A current list, in alphabetical order, of the names and current business street address of each Organizer who is not a member or manager.

VII.2

A copy of the stamped Articles of Organization and all certificates of amendment thereto.

VII.3

Copies of all tax returns and financial statements of the Company for the past 3 years. A Limited Liability Company is also required to maintain copies of financial statements, if any, for the three most recent years, as well as a copy of the operating agreement.

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ARTICLE V - CONTRIBUTIONS

No member shall be obligated to contribute to the company except those specifically set forth in the Operating Agreement adopted by the Members of the LLC.

**ARTICLES OF ORGANIZATION
FOR
REAL ROCK ENTERTAINMENT LLC.**

ARTICLE VI - DISSOLUTION

This LLC shall be dissolved with the written consent of all its Members.

ARTICLE VII - ANNUAL REPORT

The LLC shall file all annual reports required by Florida law during the month of its anniversary date of formation.

ARTICLE VIII - AMENDMENTS

The Articles of Organization shall be amended from time to time as required by the Florida Code.

ARTICLE IX - ARBITRATION

Any controversy or claim arising out of or relating to these Articles, or the breach thereof shall be settled by arbitration in accordance with the Commercial Arbitration Rules of the American Arbitration Association, and judgment upon the award rendered by the arbitrator(s) may be entered in any court having jurisdiction thereof. The decision of the arbitrator(s) shall be final and binding upon the parties, subject to rights pursuant to the Florida Arbitration Act as set out in the Florida Code.

ARTICLE X - MANAGEMENT

The LLC shall have Centralization of Management. The Company is to be managed by a sole General Manager until the first annual meeting of the Members which shall be held within sixty (60) days of filing of the Articles of Organization with the Division of Corporations, at which time the Members shall elect and appoint a Manager. Until that time Pearson Thompson shall be the General Manager. The term of the elected Manager shall be for one (1) year, at which time the Members shall conduct an election to either continue the term of the Manager or elect and appoint a new Manager. The LLC shall be managed pursuant to the terms of the Operating Agreement, or any amendments thereto. The business of the company shall be conducted under the exclusive management of its members who shall vote according to their proportionate interest in their company and shall have exclusive authority to act for the company in all matters. Members cannot enter into a Business.

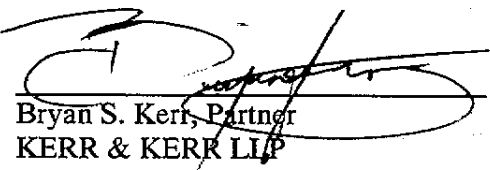
**ARTICLES OF ORGANIZATION
FOR
REAL ROCK ENTERTAINMENT LLC.**

ARTICLE XI - REGISTERED AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Bryan S. Kerr
Kerr & Kerr LLP
9924 SW 156 Ct.
Dade County
Miami, FL 33196

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Bryan S. Kerr, Partner
KERR & KERR LLP

2-2-05
Date

ARTICLE XII - PURPOSE

The purpose of the limited liability Company is to engage in all lawful business for which corporations may be incorporated under the laws of the state of Florida.

ARTICLE XIII - DURATION

The duration of the LLC shall be perpetual.

ARTICLE XIV - CONTINUATION.

The remaining Members of the limited liability company by unanimous vote may exercise the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or occurrence of any other event, which terminates the continued membership of a Member in this limited liability company. Members cannot enter into Business

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**ARTICLES OF ORGANIZATION
FOR
REAL ROCK ENTERTAINMENT LLC.**

ARTICLE XV - OPERATING PROVISIONS

The provisions for the operation, regulations, and management of the business and initial affairs of the LLC shall be as set forth in the bylaws, which may be amended from time to time by a majority vote of a quorum of the board of Directors.

ARTICLE XVI - FISCAL YEAR

The fiscal year of the corporation shall be from January 01 of each year to December 31 of each year.

ARTICLE XVII- DIRECTORS

The name and residence address of the person constituting the initial board of directors are:

Pearson Thompson
2692 NW 31st Avenue, Bldg. 21
Lauderdale Lakes, Florida 33311
President

Ann Marie A. Thompson
10690 Old Hammock Way
Wellington, Fl 33414
Vice President

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the members from time to time at each annual meeting at which directors are to be elected.

ARTICLE XVIII- CAPITALIZATION.

The total initial capital contribution by the members of this LLC has an agreed value of \$10,000.

ARTICLE XIX- CAPITALIZATION.

ARTICLE XI - ADDITIONAL CAPITAL CONTRIBUTION.

Additional capital contributions if required shall be contributed in accordance with the members' membership percentages.

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**ARTICLES OF ORGANIZATION
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ARTICLE XX - ADMISSION OF MEMBERS.

Additional Members may be admitted to this LLC only with upon such terms as are unanimously agreed to by all Members in the Operating Agreement.

ARTICLE XXI - LIABILITY OF MEMBERS

To the fullest extent permitted by law, no member of this LLC shall be personally liable to the corporation or its members for monetary damages for breach of any duty owed to the LLC , except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any member or officer who is involved in litigation or other proceeding because of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation fully permitted by law.

ARTICLE XXII - OTHER PROVISIONS

Preemptive Rights. The LLC elects to have preemptive rights so that each member has the right to acquire a proportional amount of any shares that are issued.

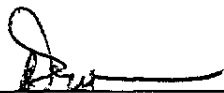
Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Member Transfer Restriction. No member of this LLC shall sell any portion of company held by him or her without first offering to sell such portion to the LLC on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the LLC at the time portion is offered to the LLC for sale. The LLC shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the member and shall exercise the option to purchase by notifying the member in writing. If the corporation shall not exercise its option to purchase the portion offered, it shall notify the other members in writing within the thirty (30) day period and the portion may then be sold by the member, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**ARTICLES OF ORGANIZATION
FOR
REAL ROCK ENTERTAINMENT LLC.**

Certification

We, the undersigned, certify that we have read the above Articles of Organization and that they are true and correct to the best of our knowledge.




Pearson Thompson

State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Pearson Thompson**. This individual presented Florida ID No. T512-673-53-378-0 or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 2nd day of Feb, 2005.



Notary Public in and for the state of Florida

My Commission Expires:

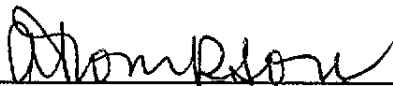


Alvin C. Mitchener
My Commission DD220348
Expires July 17, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
FOR
REAL ROCK ENTERTAINMENT LLC.**




Annmarie Thompson

State of Florida,
County of Dade,

Before me, the undersigned authority, on this day personally appeared **Annmarie A. Thompson.** This individual presented Florida ID No. T512-001-61-746-0 or is known to me to be the persons described in, and whose names is subscribed to the foregoing document and who on oath stated to me that they executed the same for the purposes and consideration therein expressed.

Subscribed and sworn to (or affirmed) before me this 24 day of Feb, 2005.



Notary Public in and for the state of Florida

My Commission Expires:



Alvin C. Mitchener
My Commission DO220848
Expires July 17, 2007

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