

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

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FILED 8:00 AM
June 01, 2005
Sec. Of State
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Article I

The name of the Limited Liability Company is:

POP STARZ LLC

Article II

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

5030 CHAMPION BOULEVARD
227
BOCA RATON, FL. US 33496

The mailing address of the Limited Liability Company is:

5030 CHAMPION BOULEVARD
227
BOCA RATON, FL. US 33496

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:

MARK C PERRY
2455 EAST SUNRISE BOULEVARD
905
FT. LAUDERDALE, FL. 33304

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: MARK C. PERRY

Article V

The name and address of managing members/managers are:

Title: MGR
MICHELLE TUCKER
5030 CHAMPION BOULEVARD #227
BOCA RATON, FL. 33496 US

Title: MGR
LENNY TUCKER
5030 CHAMPION BOULEVARD #227
BOCA RATON, FL. 33496 US

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Article VI

The effective date for this Limited Liability Company shall be:

06/01/2005

Signature of member or an authorized representative of a member

Signature: LENNY TUCKER