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(Requestor's Name)

(Address)

(Address)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Examiner

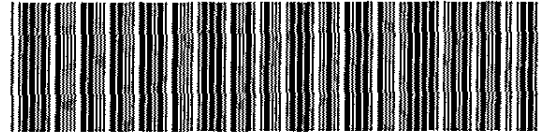
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Verifier

Acknowledgement DCC

W. P. Verifier DCC



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2005 JUL 20 P 4:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOSEPH L. VAUGHN, JR., P.A.
ATTORNEY AT LAW

2468 Atlantic Boulevard
Jacksonville, Florida 32207

(904) 346-0013
Facsimile (904) 396-9778
Also Admitted in Alabama

July 19, 2005

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Express U.S. Mail

RE: Filing for new limited liability company
The Warehouse Recording Studio, LLC

Dear Department of State:

Enclosed are the following documents for the formation of a new limited liability company on behalf of my clients as the organizers of The Warehouse Recording Studio, LLC:

1. Original Articles of Organization.
2. Copy of Articles of Organization (for date stamping and return to me).
3. Check number 1017 for \$130 (composed of \$100 filing fee; \$25 registered agent fee; and, \$5 for Certificate of Status).

Please forward the date-stamped copy of Articles of Organization to me at the address listed on this letterhead.

Thank you for your prompt attention to this matter. Please call me if you have any questions or need any additional information.

Very truly yours,

Joseph L. Vaughn, Jr.

JLV/jlv
Enclosures

CC: H. Eugene Hodges
Bruce D. Lee

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2005 JUL 20 P 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
THE WAREHOUSE RECORDING STUDIO, LLC**

In compliance with Chapter 608, Florida Statutes, the undersigned persons, acting as the initial members of THE WAREHOUSE RECORDING STUDIO, LLC, do hereby adopt and file the following Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company is: THE WAREHOUSE RECORDING STUDIO, LLC (hereinafter referred to in these Articles of Organization as "the Company").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and the mailing address of the initial principal office of the Company is 2071-20 Emerson Street, Jacksonville, Florida 32207.

**ARTICLE III
DURATION**

The existence of the Company shall begin on the date of filing with the Department of State, State of Florida, and the term of duration of the Company shall be perpetual.

**ARTICLE IV
NATURE OF BUSINESS**

The Company is organized for the purpose of providing recording studio services and products and transacting any and all other lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V
INITIAL MEMBERS**

The names and addresses of the initial members of the Company are:

Name

H. Eugene Hodges

Bruce D. Lee

Address

1528 Grandview Drive
Jacksonville, Florida 32211

1908 Rogero Road
Jacksonville, Florida 32211

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SECRETARY OF STATE
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ARTICLE VI
MANAGEMENT OF THE COMPANY AND INITIAL MANAGING MEMBER

The Company shall be managed by a managing member in accordance with the provisions of the operating agreement to be adopted by the initial members for the management of the business and affairs of the Company. The operating agreement may contain any provisions necessary for the management of the Company not inconsistent with the law or these Articles of Organization. The name and street address of the initial managing member of the Company is:

Name

H. Eugene Hodges

Address

1528 Grandview Drive
Jacksonville, Florida 32211

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Company's initial registered office is 2071-20 Emerson Street, Jacksonville, Florida 32207. The name and address of the initial registered agent of the Company is H. Eugene Hodges at the address of the initial registered office, 2071-20 Emerson Street, Jacksonville, Florida 32207. The statement of acceptance of the appointment as registered agent is attached

ARTICLE VIII
AMENDMENT

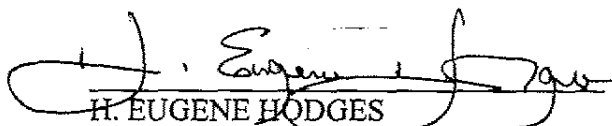
The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

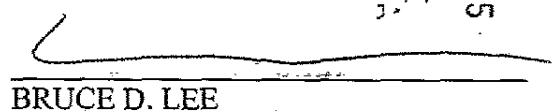
ARTICLE IX
INDEMNIFICATION

The Company shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

EXECUTION

IN WITNESS WHEREOF, the undersigned persons as the organizers of the THE WAREHOUSE RECORDING STUDIO, LLC, have executed these Articles of Organization this 19th day of July, 2005


H. EUGENE HODGES


BRUCE D. LEE

FILED
2005 JUL 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument (Articles of Organization) was acknowledged before me this 19th day of July, 2005, by H. Eugene Hodges, who _____ is personally known to me, or _____ has produced Florida Driver License H3223458440 as identification; and, Bruce D. Lee, who _____ is personally known to me, or _____ has produced Florida Driver License 6000 064901630 as identification.

Rebecca J. Schriber
Notary Public, State of Florida At Large
Notary's printed or stamped name:
Commission No.: _____
My Commission Expires: _____



STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I, H. Eugene Hodges, having been named as registered agent to accept service of process for THE WAREHOUSE RECORDING STUDIO, INC., at the place designated in the Articles of Organization, do accept the appointment of registered agent. I am familiar with, and accept, the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.

H. Eugene Hodges
H. Eugene Hodges
Registered Agent
The Warehouse Recording Studio, LLC

Date: July 18, 2005

2005 JUL 20 P 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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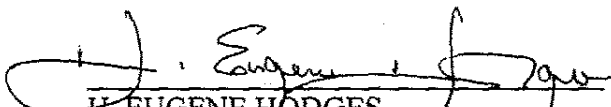
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H. EUGENE HODGES


BRUCE D. LEE

FILED
2005 JUL 20 4:15
CLERK OF SUPERIOR COURT
JACKSONVILLE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

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Rebecca J. Schriver
Notary Public, State of Florida At Large
Notary's printed or stamped name:
Commission No.: _____
My Commission Expires: _____



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H. Eugene Hodges
H. Eugene Hodges
Registered Agent
The Warehouse Recording Studio, LLC

Date: July 18, 2005

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2005 JUL 20 P 4:11
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA