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George TAVARES

Requestor's Name

407 Lincoln Rd. #6E

Address

Miami Beach, FL 33139

City

State

ZIP

Phone

(305) 673-9696 F.

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CORPORATION(S) NAME

DLG MUSIC INTERNATIONAL, L.L.C.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other LEC

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

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Examiner

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Verifier

Acknowledgment

W.P. Verifier



Empire Toll Free: 1-800-432-3028

ARTICLES OF ORGANIZATION OF DG MUSIC INTERNATIONAL, L.L.C.

ARTICLE I

[LIMITED LIABILITY COMPANY NAME]

The name of the limited liability company formed hereby is DG MUSIC INTERNATIONAL L.L.C. (the "Limited Liability Company").

ARTICLE II

[PRINCIPAL PLACE OF BUSINESS]

The Principal Office and Place of Business of the Limited Liability Company shall be maintained at 5210 Godfrey Road, Coral Springs, Florida 33067

ARTICLE III

[REGISTERED AGENT & ADDRESS]

The name and Florida street address of the initial Registered Agent of the Limited Liability Company is:

George M. Tavares, Jr., Esquire
407 Lincoln Road, Suite 8-E
Miami Beach, Florida 33139

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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

ARTICLE IV

[MEMBERS]

The Members may admit additional Members with the approval of a majority of the Members on such terms and conditions as may be approved by the Members and the additional Member to be admitted.

Title:

Name and Address:

"MGRM" = Managing Member

Gerardo A. Bernard
5210 Godfrey Road, Coral Springs, FL 33067

"VMGRM" = Vice Managing Member

Didier Hernandez
13430 SW 17 Court, Miramar, FL 3302

"VMGRM" = Vice Managing Member

Brad Hertz
8676 Griffin Road Davie, FL 33328

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JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

ARTICLE VI
[REMAINING MEMBERS]

The remaining Members of the Limited Liability Company have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event, which terminates the continued membership of a Member in the Limited Liability Company.

ARTICLE VII
[MANAGEMENT OF THE COMPANY]

The management of the business and affairs of the Limited Liability Company is reserved to its Members: Signature of the member or an authorized representative of the Managing Member: Gerardo A. Bernard
GERARDO A. BERNARD [with 33 1/3% Ownership]:

Signature of the member or an authorized representative of the Vice Managing Member: Didier Hernandez
DIDIER HERNANDEZ [with 33 1/3% Ownership]:

Signature of the member or an authorized representative of the Vice Managing Member: Brad Hertz
BRAD HERTZ [with 33 1/3% Ownership]:

ARTICLE VIII
[CAPITAL INFUSION FOR THE COMPANY]

The Limited Liability Company hereby accepts BRAD HERTZ'S offer, herein referred to as the "Capital Infusion Member", who will personally provide and establish a Line of Credit not to exceed one year and not to exceed One Hundred Thousand (\$100,000.00) Dollars for DG MUSIC INTERNATIONAL L.L.C. and all Members hereby acknowledge that any funds to be provided shall be strictly categorized as "First Right of Debt payment" Debt on a Seventy-Five percent (75%) payment basis of any and all net proceeds received by Company and from any and all other sources of income generated by its members creating revenues within the parameters of Company activities. All allocations of monies and taxes shall be in accordance with the IRS Code Section #704 which provides that no Member can have a negative Capital Account until all losses have been allocated to Members with positive Capital Accounts. Current Members shall be held equally liable and financially responsible for all aforesaid funds thereupon disbursed by Capital Infusion Member. It is further agreed by the Members that all assets of DG Music International, LLC., including but not limited to: Master Recordings, all publishing revenues, concerts, commercials, endorsements, concerts et alia generated by the Company through the services of one, Didier Hernandez and/or any other recording artists signed and/or affiliated with the Company are all subject to Capital Infusion Member's first right of reimbursement from any and all such Company net proceeds.

STATE OF FLORIDA)
)SS
MIAMI-DADE COUNTY)

I, hereby certify that on this 2nd day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared, known to be the persons described in and who executed the foregoing instrument, who acknowledged before me that GERARDO A. BERNARD, DIDIER HERNANDEZ, and BRAD HERTZ executed same, and an oath was not taken. [Check one] ☒ Said person(s) are personally known to me or ☐ Said person(s) provided the following type of identification:

Witness: _____ and _____ Seal in the County and State last aforesaid this 2nd day of July, 2005.

Notary Signature: George M. Tavares

Printed Name: GEORGE M. TAVARES, Notary

(Seal)

