

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

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FILED 8:00 AM
September 22, 2005
Sec. Of State
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Article I

The name of the Limited Liability Company is:

WALPOLE'S WALL TO WALL CD'S & DVD'S, LLC

Article II

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

5000 PARK STREET NORTH
ST. PETERSBURG, FL. 33709

The mailing address of the Limited Liability Company is:

P.O. BOX 8448
MADEIRA BEACH, FL. 33738

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:

MANEY & GORDON, P.A.
101 E. KENNEDY BLVD
3170
TAMPA, FL. 33602

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: CHRISTIAN G.A. ZELLER

Article V

The name and address of managing members/managers are:

Title: MGRM
GORDON JEREMY WALPOLE
5000 PARK STREET NORTH
ST. PETERSBURG, FL. 33709

Title: MGRM
RON STEINHOFF
5000 PARK STREET NORTH
ST. PETERSBURG, FL. 33709

Signature of member or an authorized representative of a member

Signature: CHRISTIAN G.A. ZELLER

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