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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : AGENTS AND CORPORATIONS, INC
Account Number : I20010000112
Phone : (302) 575-0875
Fax Number : (302) 575-0925

DIVISION OF CORPORATION

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RECEIVED

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Rhythm & Soul Records LLC

Certificate of Status	0
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: **Rhythm & Soul Records LLC**

ARTICLE II - Address:

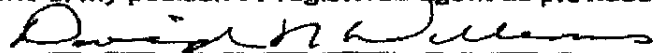
The mailing address and street address of the principal office of the Limited Liability Company is: **850 Ives Dairy Rd., T-67, Suite 101, N. Miami Beach, FL 33179.**

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

**Agents and Corporations, Inc.
Suite E, 773 4th Avenue North
Naples, FL 34102**

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 - Management (Check box if applicable.) []

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

ARTICLE V - Manager:

The initial Manager(s) of the Limited Liability Company shall be:

Will Francis



Signature of a member or an authorized representative of a member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Will Francis
Typed or printed name of signee