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(Address)

(Address)

(City/State/Zip/Phone #)

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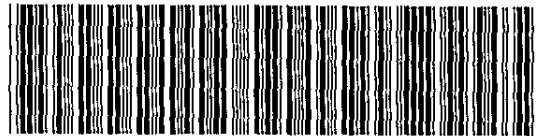
(Business Entity Name)

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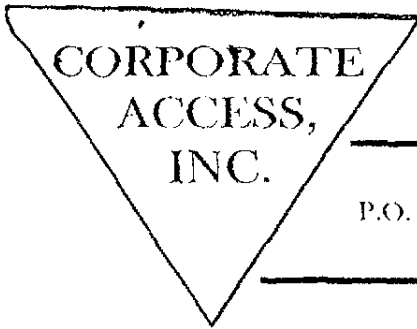
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LLC

1.

Petey Poundz Management And
(CORPORATE NAME AND DOCUMENT #)
Entertainment LLC

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF ORGANIZATION
OF
PETEY POUNDZ MANAGEMENT AND ENTERTAINMENT LLC**

ARTICLE I - NAME

The name of the limited liability company is **PETEY POUNDZ MANAGEMENT AND ENTERTAINMENT LLC** ("company").

ARTICLE II - ADDRESS

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

Principal Office Address:

2199 N.E. 182nd Street
North Miami Beach, Florida 33162

Mailing Address:

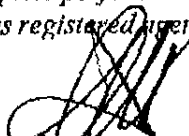
2199 N.E. 182nd Street
North Miami Beach, Florida 33162

**ARTICLE III - REGISTERED AGENT,
REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE**

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

Richard C. Wolfe, Esq.
Wolfe & Goldstein, P.A.
100 S.E. Second Street, Suite 3300
Suite 3300, Miami, Florida 33131

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.



Richard C. Wolfe, Esq.

ARTICLE IV - MANAGERS OR MANAGING MEMBERS

The name and address of each Manager or Managing Member is as follows:

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NOTARY PUBLIC
JUDITH S. ELLIS, Notary
No. 12500

FROM : WOLFE GOLDSTEIN

FAX NO. : 3053817116

Feb. 10 2006 10:27AM P3

Title:

Name and Address:


Manager

Peter O'Shaughnessy
2199 N.E. 182nd Street
North Miami Beach, Florida 33162

ARTICLE V - EFFECTIVE DATE

The effective date of the company shall be February 10, 2006.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

RICHARD C. WOLFE

(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.)

Richard C. Wolfe, as Registered Agent

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 or 608.507, **PETEEY POUNDZ MANAGEMENT AND ENTERTAINMENT LLC**, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is **PETEEY POUNDZ MANAGEMENT AND ENTERTAINMENT LLC**.

2. The name and address of the registered agent in Florida are:

Richard C. Wolfe, Esq.
Wolfe & Goldstein, P.A.
100 S.E. Second Street, Suite 3300
Miami, Florida 33131

The undersigned, being the person named in the articles of organization of **PETEEY POUNDZ MANAGEMENT AND ENTERTAINMENT LLC**, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Richard C. Wolfe, Esq.
Registered Agent