

SEP-05-2007(WED) 12:25

CARLTON FIELDS

P.007/010

Division of Corporations

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OUTROSPECTIVE RECORDS LLC

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
OUTROSPECTIVE RECORDS LLC**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, OUTROSPECTIVE RECORDS LLC, a Florida limited liability company (the "Company"), adopts the following Articles of Amendment to its Articles of Organization:

ARTICLE I

Name

The name of the Company is OUTROSPECTIVE RECORDS LLC.

ARTICLE II

Date of Filing

The Articles of Organization of the Company were filed on February 2, 2007.

ARTICLE III

Amendments

The text of the amendments to the Company's Articles of Organization are as follows.

Article I of the Articles of Organization is hereby deleted in its entirety and replaced with the following:

Article I

The name of the Limited Liability Company is BADA HOLDINGS, LLC

Article II of the Articles of Organization is hereby deleted in its entirety and replaced with the following:

Article II

The street address of the principal office of the Limited Liability Company is:
2452 Provence Court
Weston, Florida 33327

The mailing address of the Limited Liability Company is:
2452 Provence Court
Weston, Florida 33327

Article IV of the Articles of Organization is hereby deleted in its entirety and replaced with the following:

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Article IV

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

Benjamin Colonomos
2452 Provence Court
Weston, Florida 33327

Article V of the Articles of Organization is hereby deleted in its entirety and replaced with the following:

Article V

The name and address of the manager are:

Title: Manager
Benjamin Colonomos
2452 Provence Court
Weston, Florida 33327

Dated this 4 day of September, 2007.

OUTROSPECTIVE RECORDS LLC

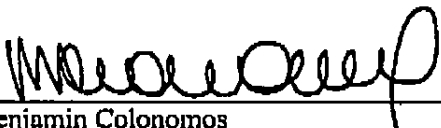
By: _____

Benjamin Colonomos, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for OUTROSPECTIVE RECORDS LLC, a Florida limited liability company, to be known as BADA HOLDINGS, LLC, in the foregoing Articles of Amendment to the Articles of Organization, I, BENJAMIN COLONOMOS, hereby agree to accept service of process for OUTROSPECTIVE RECORDS LLC, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.


Benjamin Colonomos

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