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POPE BARLOGA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ROOSTERFISH, LLC

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Florida Dept of State

September 5, 2007

POPE & BARLOGA PA

SUBJECT: ROOSTERFISH, LLC
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document number of the name conflict is P96000062419 (ROOSTERFISH, INC).

If you have any further questions concerning your document, please call (850) 245-6855.

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Florida Dept of State

Tammy Hampton
Document Specialist
Registration/Qualification Section

FAX Aud. #: B07000220610
Letter Number: 807A00052777

Fax Audit No
H07000220610 3

ARTICLES OF ORGANIZATION
OF
ROOSTERFISH MUSIC, LLC

Pursuant to the provisions of Chapter 608, Florida Statutes, the undersigned being authorized to execute and file these Articles, adopts the following Limited Liability Company Articles of Organization:

ARTICLE I - NAME

The name of this Limited Liability Company is ROOSTERFISH MUSIC, LLC

ARTICLE II - MAILING ADDRESS AND STREET ADDRESS

The mailing address is P.O. Box 1653 Panama City, FL 32402 and the street address of the principal office of the Company is 160 Rusty Gans Drive, Panama City Beach, FL 32408.

ARTICLE III - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent of the Company is H. Cranston Pope, 438 N. Cove Blvd, Panama City, Florida 32401.

ARTICLE IV - MANAGEMENT

The Company shall be manager managed. The initial Managers of the Company shall be Michael A. Ross of 1106 W. Beach Drive, Panama City, FL 32401 and Steve Wiggins of 160 Rusty Gans Drive, Panama City Beach, FL 32408.

IN WITNESS WHEREOF, the undersigned, as the authorized representative of a member of the company, has executed these Articles of Organization on this 7th day of September, 2007.


H. Cranston Pope, Esq.

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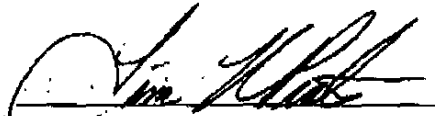
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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 7th day of September, 2007, by H. CRANSTON POPE, as authorized representative of a Member of ROOSTERFISH MUSIC, LLC, a Florida limited liability company, who is personally known to me.



TINA R. PRATER
Notary Public - State of Florida
Comm. Expires Aug. 1, 2011
Commission No. DD 701048


Tina R. Prater
Notary Public
My commission expires: 8/1/11

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**STATEMENT OF ACCEPTANCE AND
DESIGNATION OF REGISTERED AGENT
OF
ROOSTERFISH MUSIC, LLC**

STATE OF FLORIDA
COUNTY OF BAY

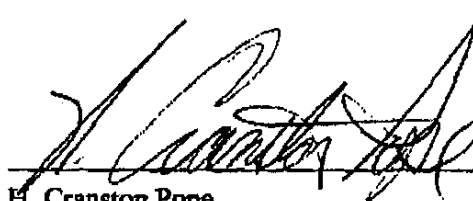
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is **ROOSTERFISH MUSIC, LLC**.

The name of the registered agent for **ROOSTERFISH MUSIC, LLC**, is H. Cranston Pope, and the street address of the agent is 438 N. Cove Blvd, Panama City, Florida 32401.

This statement is to acknowledge that, as indicated above, **ROOSTERFISH MUSIC, LLC**, has appointed me, H. Cranston Pope, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

DATED this 7th day of September, 2007.

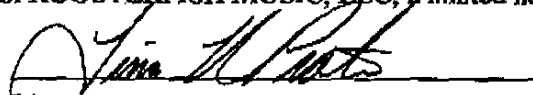


H. Cranston Pope
Registered Agent

The foregoing instrument was acknowledged before me this 4th day of September, 2007, by H. Cranston Pope, as agent of a member of **ROOSTERFISH MUSIC, LLC**, a limited liability company, who is personally known to me.



TINA R. PRATER
Notary Public - State of Florida
Comm. Expires Aug. 1, 2011
Commission No. DD 701048



Tina R. Prater
Notary Public
My commission expires: 8/1/11

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