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Page 1 of 1

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

**L. SELLERS**

JUN - 6 2008

From:

Account Name : LEO J. SALVATORI  
Account Number : I20030000112  
Phone : (239) 263-1480  
Fax Number : (239) 649-0158

**EXAMINER**

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Down North Records, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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H08000145458 3

**ARTICLES OF ORGANIZATION OF  
DOWN NORTH RECORDS, LLC**

The undersigned member hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be DOWN NORTH RECORDS, LLC, (the "Company").

**ARTICLE II**

**ADDRESS OF PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of this Company shall be 433 South Pine Street, P.O. Box 3747, Sebring, FL 33871-3747.

**ARTICLE III**

**REGISTERED AGENT**

The name and address of the initial registered agent in the State of Florida is as follows: Salvatori & Wood, P.L., 4001 North Tamiami Trail, Suite 330, Naples, Florida 34103.

**ARTICLE IV**

**DURATION**

This Company shall exist until December 31, 2058, unless sooner dissolved in a manner provided by law, as herein set forth or as provided in the Operating Agreement adopted by the members.

**ARTICLE V**

**MANAGEMENT**

The Company will be managed by a manager in accordance with the Company's Operating Agreement. The name and address of the initial manager is as follows:

<u>Name</u>	<u>Address</u>
John Borgemeister	P.O. Box 3747 Sebring, FL 33871-3747

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ARTICLE VI

MEMBERSHIP

The Manager shall have the right to admit new members upon making such contributions as are set out in the Operating Agreement, and otherwise complying with and agreeing to the terms and provisions of the Operating Agreement. Additional members may also be admitted by the affirmative vote or two-thirds of the membership.

ARTICLE VII

MEMBERS' RIGHTS TO CONTINUE BUSINESS

The existence of the Company shall continue, notwithstanding the death, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Company.

Executed by the undersigned member at Naples, Florida, on the 5th day of June, 2008.



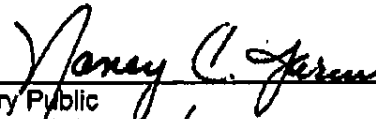
C. Lane Wood, as authorized agent and  
attorney-in-fact for John Borgemeister  
P.O. Box 3747  
Sebring, FL 33871-3747

STATE OF FLORIDA  
COUNTY OF COLLIER

This foregoing instrument was acknowledged before me this 5<sup>th</sup> day of June, 2008, by C. Lane Wood, as authorized agent and attorney-in-fact for John Borgemeister. He is personally known to me.

NOTARY SEAL



  
Notary Public  
Print name below: Nancy C. Jarvi  
My commission expires:

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H08000145458 3

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the limited liability company is **DOWN NORTH RECORDS, LLC.**

The name of the initial registered agent of the limited liability company is Salvatori & Wood, P.L., and the address of the office of the registered agent is 4001 North Tamiami Trail, Suite 330, Naples, Florida 34103.

**REGISTERED AGENT ACCEPTANCE**

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 that 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.

SALVATORI & WOOD, P.L., a Florida  
limited liability company

By: 

C. Lane Wood, as Manager

Date: June 5, 2008