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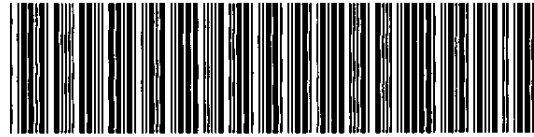
L. SELLERS

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: Spinnit Records, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole Weaver, Esq

(Name of Person)

Law Office of Nicole Weaver, Esq.

(Firm/Company)

PO Box 533713

(Address)

Orlando, FL 32701

(City/State and Zip Code)

For further information concerning this matter, please call:

Nicole Weaver, Esq

(Name of Person)

at (407) 263-3006

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy (additional copy is enclosed) ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2008

NICOLE WEAVER ESQ.
LAW OFFICE OF NICOLE WEAVER ESQ.
P.O. BOX 533713
ORLANDO, FL 32701

SUBJECT: SPINNIT RECORDS, LLC
Ref. Number: W08000019641

We have received your document for SPINNIT RECORDS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 508A00023098



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 22, 2008

NICOLE WEAVER ESQ.
LAW OFFICE OF NICOLE WEAVER ESQ.
P.O. BOX 533713
ORLANDO, FL 32701

SUBJECT: SPINNIT RECORDS, LLC
Ref. Number: W08000019641

We have received your document for SPINNIT RECORDS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 708A00032583

**ARTICLES OF ORGANIZATION OF
SPINNIT RECORDS, LLC**

ARTICLE I - NAME

- 1.1 The name of this entity is SPINNIT RECORDS, LLC.
- 1.2 The street address of the principal office of the SPINNIT RECORDS, LLC is 2825 Business Center Blvd, Suite B, Melbourne, FL 32904, and the mailing address is the same.

ARTICLE II - DURATION

- 2.1 This Limited Liability Company shall have perpetual existence, unless earlier terminated as provided in Section 608.441(1), Florida Statutes.

ARTICLE III - PURPOSE

- 3.1 This Limited Liability Company is organized under Chapter 608, Florida Statutes, for the purpose of transacting any and all lawful business.

ARTICLE IV - MANAGEMENT

- 4.1 This Limited Liability Company is to be managed by a manager, and the names and street addresses of the persons who are to serve as the initial managers are:

MANAGING Members NAME:	STREET ADDRESS:
Brendon Paredes	5000 Spinnet Dr., Melbourne, FL, 32904
Kyle Bolduc	3353 Davis Macualay PL, Melbourne, FL, 32905

- 4.2 The names and street addresses of the Members of the Limited Liability Company are:

MEMBER'S NAME:	STREET ADDRESS:
Brendon Paredes	5000 Spinnet Dr., Melbourne, FL, 32904

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Kyle Bolduc	3353 Davis Macualay PL, Melbourne, FL, 32905
John Moody	435 Banana Blvd., Merritt Island, FL, 32952
Brian Myrick	630 Brevard Ave. #102, Cocoa, FL, 32922
Dirk Grobb	1425 Oak St, Apt. 31, Melbourne, FL 32901

4.3 The total amount of cash initially contributed by the Members is \$100.00, the agreed value of property other than cash. There shall be 1,000 Membership units in this limited liability company.

4.4 The initial membership unit distribution between members is:

MEMBER NAME	UNITS HELD BY MEMBER
Brendon Paredes	20
Kyle Bolduc	20
John Moody	20
Brian Myrick	20
Dirk Grobb	20

4.5 The Operating Agreement may establish one or more classes or groups of one or more Members having the relative rights, powers and duties, including voting rights, as set forth in the Operating Agreement. The rights, powers or duties of a class or group of Members may be senior to those of one or more existing class or group of Members. Initially Members shall all be of the same class.

Except as expressly provided in the Operating Agreement, Member shall by reason of holding a Membership interest in the Limited Liability Company have a preemptive, preferential or other right to acquire any additional or greater Membership interest in the company

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or any right to subscribe to or acquire any additional or greater Membership interest in the company (or any security of the company convertible into or carrying such a right).

ARTICLE V - INITIAL REGISTERED OFFICE

5.1 The street address of the initial registered office of the Limited Liability Company is 154 Lake Villa's Drive, Altamonte Springs, FL 32701.

ARTICLE VI - OWNERSHIP INTEREST / TRANSFERABILITY

6.1 Each Member's status as a Member of the Limited Liability Company shall be evidenced by a certificate executed by all Members of the Board or all Managers of the Company. The Limited Liability Company shall maintain a register of its Members and the address at which each desires notices and reports to be mailed.

6.2 No Member's interest in the Limited Liability Company may be transferred except in strict compliance with this Paragraph and the Operating Agreement. To accomplish a transfer, a Member shall give written notice of his request for a transfer together with a Transfer Request Fee of \$25.00 payable to the Limited Liability Company. The request for transfer shall designate the identity of the proposed transferee, his official address, and Social Security or other applicable federal identifiable number.

ARTICLE VII - LIMITED LIABILITY

7.1 Except as and to the extent the Operating Agreement specifically provides otherwise, a Member, or agent of the Member, shall not be liable for the debts, obligations or liabilities of the Limited Liability Company including under a judgment, decree or order

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of a court. Any repeal or modification of this Article or the Operating Agreement shall be prospective only, and shall not adversely affect any limitation of the personal liability of a Member or agent of the Members of the Limited Liability Company at the time of the repeal or modification.

**ARTICLE VIII - DEATH/RESIGNATION, EXPULSION, BANKRUPTCY, DISSOLUTION
OF A MEMBER, OR OTHER ACT TERMINATING A MEMBER**

8.1 Death, Resignation, Etc. of a Member. If a Member dies, resigns, becomes bankrupt, dissolves, or if the existence of a Member that is a corporation or other legal entity terminates (the "Incapacitated Member"), or other act of dissolution occurs under Section 608.441(1), Florida Statutes, the Company shall not be dissolved unless within six (6) months after the event a majority in interest of the remaining Members vote to dissolve. If the business of the Company is continued, a Majority in Interest of the remaining Members shall within 45 days after the demand by the representative of the Incapacitated Member elect either to: (i) permit the Incapacitated Member's successor-in-interest to continue as an Assignee or substitute Member, or (ii) cause the Limited Liability Company to redeem the interest of the Incapacitated Member on the terms set forth in the Operating Agreement. Such demand may not compel action by the remaining Members sooner than 190 days after the dissolution event. If the Incapacitated Member's successor-in-interest is permitted to continue as an Assignee or substitute Member, then the successor-in-interest shall be liable for the Incapacitated Member's obligations arising under this Agreement and the Act. The rights of the

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TALLAHASSEE, FLORIDA

Incapacitated Member or his successors-in-interest shall be as set forth in the Operating Agreement of the Limited Liability Company.

ARTICLE IX - CONFLICTS

9.1 Any contract or other transaction between the Limited Liability Company and one or more of its Members (if there is more than one member) or employees in which the Member or employee is interested, directly or indirectly, or between the Limited Liability Company and any corporation or association of which one or more of its Members or employees have an interest, directly or indirectly shall be valid for all purposes notwithstanding the presence of the Member at the meeting of the Members or Managers that acts upon, or in reference to the contract or transaction; provided, the interested party does not vote or participate in the action (again provided there is more than one member with valid interest in the LLC at the time of decision); that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Limited Liability Company at the time it is authorized by the Members and/or Managers. This Section is intended to expand the ability of the Limited Liability Company to conduct business with interested parties, and shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE X - INITIAL REGISTERED AGENT

10.1 The name of the initial registered agent of this Limited Liability Company is A. NICOLE WEAVER, ESQ., who has signed a Certificate of Acceptance attached to these Articles of Organization

to indicate his acceptance, which Certificate is incorporated herein by reference. The street address of the initial registered office where the registered agent is located is 154 Lake Villa's Drive, Altamonte Springs, FL 32701.

ARTICLE XI - AMENDMENT OF ARTICLES

11.1 The Limited Liability Company reserves the right to amend the Articles in any manner now or hereafter permitted by the law, or as provided by the Limited Liability Company's Operating Agreement.

The undersigned affirms under penalties of perjury that the foregoing facts set forth in these Articles are true.

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization this 3 day of April, 2008.

Kyle Bolduc
Kyle Bolduc, Managing Member

STATE OF FLORIDA
COUNTY OF ~~SEMINOLE~~ Brevard

The foregoing instrument was acknowledged before me this 3 day of April, 2008, by Kyle Bolduc. Such person: (notary must check applicable box)

- ☐ is personally known to me.
- ☒ produced a current Florida Driver's License as identification.
- ☐ produced _____ as identification.
- ☐ sworn to or affirmed and subscribed before the undersigned notary.



Caleris L. Jackson
Commission # DD446944
Expires June 30, 2009
Guaranteed Trust Policy Insurance, Inc. 800-285-7019

Caleris L. Jackson
Notary Public
State of Florida, at Large
My commission expires: June 30, 2009

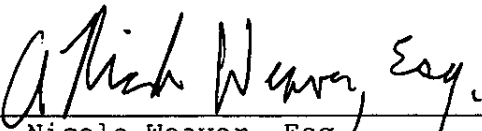
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CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provisions of Sections 608.415 and 608.416, Florida Statutes, relative to keeping open said office. I am familiar with and accept the obligations of registered agent for SPINNIT RECORDS, LLC.

DATED this 1 day of April, 2008.



A. Nicole Weaver, Esq.
PO Box 533713
Orlando FL, 32853
Florida Bar #0529389
(Registered Agent)