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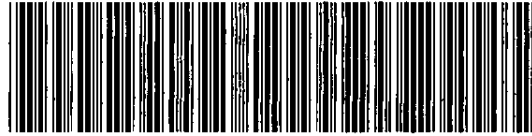
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. O. O'Connell JUL 15 2009



LOUIS C. ANDERSON, J.D., LLC
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Lauderdale-by-the-Sea, FL 33308-4443
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9 July 2009

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via FedEx Only

Re: ***Articles of Organization***
Rising Tide Productions, LLC

Dear Sir or Madam:

Please find enclosed the following documentation for the purpose of creating the above limited liability company:

1. Articles of Organization.
2. Certificate of Designation of Registered Agent.
3. Our Trust account check to the "Florida Department of State" in the amount of \$155.00, representing the filing fee (\$100.00), certified copy fee (\$30.00), and Designation of Registered Agent fee (\$25.00).

Please file the Articles and return the certified copy to this office along with your letter of acknowledgment in the enclosed, self addressed, stamped envelope. Thank you for your assistance.

Sincerely,

LOUIS C. ANDERSON
Attorney at Law

LCA/jmc

Enclosures

cc: Marsha A. Radcliffe, Managing Member

**ARTICLES OF ORGANIZATION
OF
RISING TIDE PRODUCTIONS, LLC**

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TALLAHASSEE FLORIDA

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is **RISING TIDE PRODUCTIONS, LLC** (hereinafter referred to as the "Company").

2. Company Existence.

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

3. Address Of Place Of Business.

The mailing address for the Company is 3133 Enclave Way, Lauderhill, FL 33319, and the street address of the place of business for the Company is 3133 Enclave Way, Lauderhill, FL 33319. These addresses may be changed from time to time as provided in the Operating Agreement.

4. Registered Agent.

The initial registered agent in Florida for the Company is **MARSHA A. RADCLIFFE**, and the initial registered office is located at 3133 Enclave Way Lauderhill, FL 33319.

5. Purpose And Power.

The Company shall be formed for the production of music and for any other lawful purposes, and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in, real property and securities, to acquire, own, and dispose of real and personal property, to make loans and purchase and sell businesses, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members.

The Company shall have at least one member and may admit additional members on the prior *unanimous* written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

The overall management and control of the business and affairs of the Company may be vested in its members or in managers, as provided in the Operating Agreement.

10. Real Estate Documents.

All conveyances and mortgages of and leases relating to real property, and all promissory notes, mortgages, security agreements and other documents pertaining to loans made by the Company shall be executed by a Managing Member and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by a Managing Member.

11. Amendment Of Articles of Organization.

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

12. Indemnification.

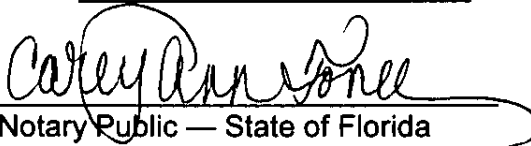
Except as expressly provided in the Operating Agreement, the Company shall indemnify any member, manager, or former member or manager, or officer or director, to the full extent permitted under the Act.

Executed at Broward County, Florida, on July 9, 2009.

By: 
MARSHA RADCLIFFE, Managing Member

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me on July 9th, 2009, by **MARSHA RADCLIFFE**, as a Member of RISING TIDE PRODUCTIONS, LLC, who (☒) is personally known to me or () produced _____ as identification.



Notary Public — State of Florida
Print Name:
(Seal)

NOTARY PUBLIC-STATE OF FLORIDA
Carey Ann Toner
Commission # DD798765
Expires: JUNE 29, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in these Articles. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes.

(In accordance with section 608.403(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Signature of Registered Agent

MARSHA RADCLIFFE
Typed or printed name of signee

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