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FLORIDA LIMITED LIABILITY CO.
Bluebilly Records, LLC

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ARTICLES OF ORGANIZATION
OF
BLUEBILLY RECORDS, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned organizers hereby adopt the following Articles of Organization for the purpose of forming a limited liability company ("Company") under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Company shall be Bluebilly Records, LLC.

ARTICLE II - COMMENCEMENT & DURATION

The Company shall commence its existence on February 4, 2013 and shall exist thirty (30) years from the date of commencement unless sooner dissolved by its Members or according to law.

ARTICLE III - PURPOSE

The Company is organized for any lawful purpose permitted under Florida law except that special statutes for the regulation and control of specific types of businesses shall control when in conflict herewith.

ARTICLE IV - ADDRESS

The address of the Company is 1300 Ponce de Leon Blvd., Apt. 401, Coral Gables FL 33134.

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Prepared by:
Ann Fisher, P.A.
1514 Zuleta Ave.
Coral Gables FL 33146
305-665-5944
Fia Bar No: 0328227

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ARTICLE V - ORGANIZER AND REGISTERED AGENT

The name and address of the Organizer and Registered Agent of the Company is Marvin Holloway, 1300 Ponce de Leon Blvd., Apt. 401, Coral Gables FL 33134.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The initial capital contributions to be made by the Members total \$200 and have been made by the Members in the following percentages:

<u>Name</u>	<u>Percentage</u>
Marvin Holloway	50%
Albert Menendez	50%

Such contributions shall be made by no later than ten days after formation of the Company. Such contributions may consist of cash and personal property but shall not be services. Members shall not be required to make any additional contributions.

ARTICLE VII - OPERATING AGREEMENT AND AUTHORITY

The manner in which the Company conducts its business and affairs, the duties and authority of its Managing Member(s), and the rights and obligations of its Members, to the extent not expressly required by applicable Florida statutes, shall be set forth in the Company's Operating Agreement unanimously adopted by the initial Members of the Company. The Managing Member(s) of the Company shall have the right to adopt, alter, amend or repeal the Company's Operating Agreement. The Managing Member(s) of the Company shall have the authority to contract for and to incur debt and liability for the Company.

ARTICLE VIII - CHANGES IN MEMBERSHIP

The Members have the right to admit additional Members and to transfer or assign their interests in accordance with the Company's Operating Agreement.

ARTICLE IX - CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued Membership of a Member in the Company, the remaining Members of the Company shall have the right in accordance with the Company's Operating Agreement to continue the business of the Company.

ARTICLE X - MANAGEMENT

The Company shall be managed by a Managing Member or Managing Members elected by the Members as provided in the Company's Operating Agreement. The name and address of the initial Managing Member of the Company is Marvin Holloway, 1300 Ponce de Leon Blvd., Apt. 401, Coral Gables FL 33134.

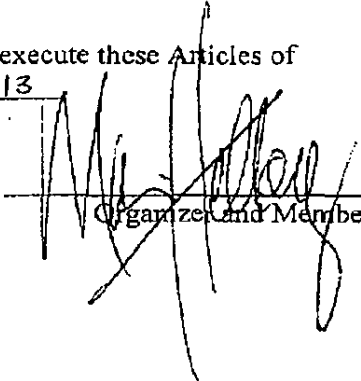
ARTICLE XI - MEMBERSHIP PROPERTY

Private property of the Members shall not be subject to the payment of the Company's debts. The Company shall have a first lien on the interests of its Members and upon any distributions due them for any indebtedness of the Members to the Company.

ARTICLE XII - AMENDMENTS TO ARTICLES

Amendments to these Articles of Organization shall be signed and sworn to by all Members of the Company.

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of Organization this 1st day of February, 20 13



Organizer and Member

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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.


MARVIN HOLLOWAY

Date: February 1, 2013