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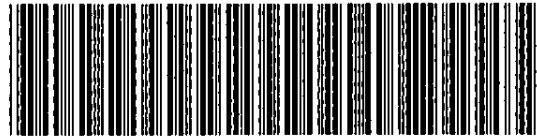
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J. SAULSBERRY  
EXAMINER

MAY 9 2013



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 642685 7292882

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$ 125.00

ORDER DATE : May 8, 2013

ORDER TIME : 3:36 PM

ORDER NO. : 642685-005

CUSTOMER NO: 7292882

DOMESTIC FILING

NAME: SOULFRITO MUSIC FESTIVAL  
MIAMI, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX \_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: \_\_\_\_\_

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2013 MAY -8 AM 9:25  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
SOULFRITO MUSIC FESTIVAL MIAMI, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company shall be **SOULFRITO MUSIC FESTIVAL MIAMI, LLC** (the "Company").

**ARTICLE II. ADDRESS**

The mailing address and street address of the principal office of the Company shall be 444 Brickell Avenue, Suite 300, Miami, FL 33131.

**ARTICLE III. PURPOSES AND POWERS**

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Marlon A. Hill, 201 S. Biscayne Blvd., Suite 2812, Miami, Florida 33131.

**ARTICLE VI. MANAGEMENT**

The Company is to be managed by one or more members, as set forth in accordance with the Operating Agreement, and is therefore, a member-managed company. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

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MIAMI, FLORIDA

The initial members of the Company shall be as follows:

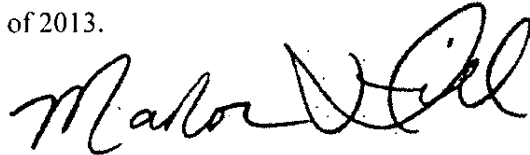
Awesome Global Events, LLC  
444 Brickell Avenue, Suite 300  
Miami, FL 33131

ACT Productions, Inc.  
407 Lincoln Road, Suite 302  
Miami Beach, FL 33139

**ARTICLE VII. AMENDMENT**

The Articles may be amended only by the majority consent of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this May 8<sup>th</sup> day of 2013.

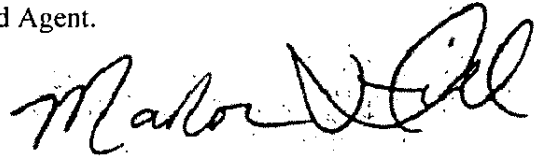


Marlon A. Hill, Esq.  
Authorized Representative

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of **SOULFRITO MUSIC FESTIVAL MIAMI, LLC**, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



Marlon A. Hill, Esq.  
Registered Agent

Dated: May 8, 2013

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