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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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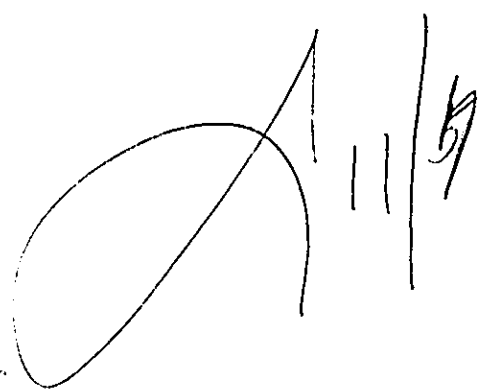
((H95000012473))) DOCUMENT TYPE: LIMITED LIABILITY COMPANY
NAME: BROTHERS RECORDS, L.C.
FAX AUDIT NUMBER: H95000012473 CURRENT STATUS: REQUESTED
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EDUARDO J. GARCIA, P.A.
ATTORNEYS AT LAW

EDUARDO J. GARCIA

SUN BANK BUILDING - SUITE 850
777 BRICKELL AVENUE
MIAMI, FLORIDA 33131
TEL. (305) 388-4800
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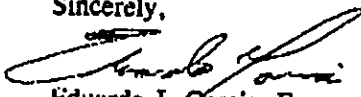
November 6, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Fl. 32399

To whom this may concern,

Please find enclosed the Articles of Incorporation of Brothers Records, L.C. Also enclosed is an Affidavit and a Certificate of Designation for recording. If you have any questions, please do not hesitate to call us.

Sincerely,


Eduardo J. Garcia, Esq.
FL. BAR NO. 19524

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

BROTHERS RECORDS, L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is:

BROTHERS RECORDS, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

777 Brickell Avenue, Suite 950
Miami, Florida 33131

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management:
(check the appropriate statement)

X The Limited Company is to be managed by a manager or managers and the name(s) and address(es) of such manger(s) who is/are to serve as manager(s) is/are:

Ricardo L. Sanchez, Jr.
1101 S.W. 126th Place
Miami, Fl. 33184

Carlos Ortega
3800 S.W. 128th Avenue
Miami, Fl. 33175

Fernando F. Sanchez
1101 S.W. 126th Place
Miami, Fl. 33184

Orlando Garcia
5758 S.W. 31st Street
Miami, Fl. 33155

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Robert Perez-Abreu
2215 S.W. 125th Court
Miami, Fl. 33175

- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Additional members shall be admitted through a unanimous vote of all managers and members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member in the limited liability company shall be:

The members of the limited liability company shall continue business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member if the managers so decide by a majority vote. If it is not possible to reach a majority, then a licensed and capable mediator will be designated to resolve the issue.

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H 95000012473

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF BROTHERS RECORDS, L.C.

The undersigned member or authorized representative of a member of Eduardo J. Garcia deposes and say:

- 1) The limited liability company has at least two members.
- 2) The total amount of cash contributed by the member(s) is \$ 10.00.
- 3) The total amount of cash or property anticipated to be contributed by member(s) is \$ 30,000.

Eduardo J. Garcia

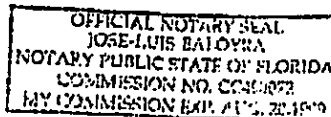
Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of November, 1995, by Eduardo J. Garcia, who is personally known to me or who has produced _____ as identification and who did/ did not take an oath.

Jose Luis Baloyra
Notary Public-State of Florida



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE /
REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Brothers Records, L.C.

2. The name and address of the registered agent and office is:

Eduardo J. Garcia
(Name)

777 Brickell Avenue, Suite 950
(P. O. Box not acceptable)

Miami, Florida 33131
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above state
limited liability company 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 positions as registered agent.

Eduardo J. Garcia
(Signature)

11/6/95
(Date)

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