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FREEMAN, BUTTERMAN & HABER

520 BRICKELL KEY DRIVE, SUITE 0-305

MIAMI, FLORIDA 33131

JONATHAN R. ROSENN

DADE: (305) 374-3800  
TELEFAX: (305) 374-1156

May 8, 1997

Sir or Madam  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

RE: General Music, L.L.C.

100002178191--8

-05/14/97--01067--001

\*\*\*\*285.00 \*\*\*\*285.00

Dear Sir or Madam,

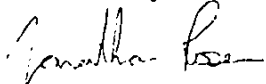
Enclosed please find the following documents needed to register the above-referenced limited liability company, as well as their respective filing fees:

- 1) Articles of Organization together with the Affidavit of Capital Contribution (Filing fee of \$250)
- 2) Designation of Registered Agent (Filing fee of \$35.00)
- 3) Check for filing fees in the amount of \$285.00

Accordingly, please file the above documents.

If there are any problems or questions regarding the filing of the documents listed above, please do not hesitate to contact me at (305) 374-3800. Thank you.

Sincerely,

  
Jonathan Rosenn

05/19/97

ARTICLES OF ORGANIZATION FOR GENERAL MUSIC, L.L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is:

GENERAL MUSIC, L.L.C.

ARTICLE II - Address:

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

5801 S.W. 108th St.  
Miami, FL 33156

ARTICLE III - Duration:

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

Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Ana C. Adams  
5801 S.W. 108th St.  
Miami, FL 33156

Oscar Quiroga  
5801 S.W. 108th St.  
Miami, FL 33156

ARTICLE V - Admission of Additional Members:

Admission of additional members shall require the consent of both of the original members.

ARTICLE VI - Members' Rights to Continue Business:

The remaining members of the limited liability company shall have the right to continue the business upon 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 limited liability company.

If at the time of the death of one of the members there is only one surviving member, the heir(s) at law of the deceased member and the surviving member together shall have the right to continue the business.

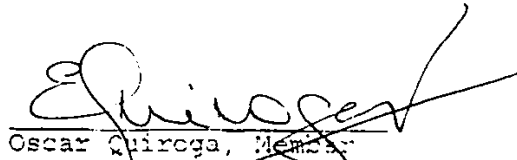
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of GENERAL MUSIC, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the members is \$30,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
- 4) the amount of cash or property anticipated to be contributed by members is \$ 0
- 5) the total amounts of 2,3 and 4 is \$30,000.00

  
Ana Adams, Member

  
Oscar Quiroga, Member

(In accordance with section 606.409(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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.

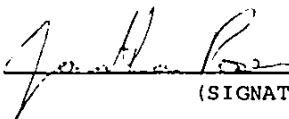
1. The name of the limited liability company is:  
GENERAL MUSIC, L.L.C.
  
2. The name and address of the registered agent and office is:

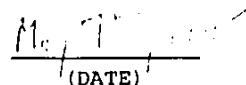
Jonathan Rosenn, Esq.  
Florida Bar No. 0101346  
Freeman Buttermann & Haber

520 Brickell Key Drive, Suite 0-305

Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated 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 position as registered agent.

  
\_\_\_\_\_  
(SIGNATURE)

  
\_\_\_\_\_  
(DATE)