

L97000000566

OLLE, MACAULAY & ZORRILLA, P.A.

ATTORNEYS AT LAW

1402 MIAMI CENTER

201 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

(305) 358-9200  
TELECOPIER (305) 358-9617

E-MAIL: omzpa@miami-law.com  
WEBSITE: www.miami-law.com

May 20, 1997

VIA UPS OVERNIGHT

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

400002186864--7

-05/21/97--01085--008

\*\*\*\*337.50 \*\*\*\*337.50

Re: DELROD RECORDS, L.C.

Ladies or Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Organization of the captioned limited liability company. Also enclosed is a check in the amount of \$337.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please note that the Members of Delrod Records, L.C. (Dennis J. Dellinger and H.A. Kenning, Jr.) are also the sole Directors of Delrod Records, Inc., a Florida corporation (document number P96000050716). As counsel to Messrs. Dellinger and Kenning and Delrod Records, Inc., we hereby confirm their consent to the filing of the Articles of Organization of Delrod Records, L.C., which they intend to operate as an entity separate from Delrod Records, Inc.

Please return the certified copy of the Articles to me in the enclosed prepaid UPS Overnight envelope.

Sincerely,

*Robert B. Macaulay*  
Robert B. Macaulay

RBM:dmk

Enclosures

CC: Dennis J. Dellinger (w/enc)  
1671001\NL\fldpdel.520

FILED  
97 MAY 21 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
DELROD RECORDS, L.C.

FILED  
97 MAY 21 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this Limited Liability Company is DELROD RECORDS,  
L.C.

ARTICLE II  
DURATION AND COMMENCEMENT OF EXISTENCE

The existence of this Limited Liability Company shall commence  
upon the date of execution hereof and terminate 30 years from such  
date, unless sooner terminated as provided herein.

ARTICLE III  
BUSINESS ADDRESS

The mailing and street address of the principal office of the  
Limited Liability Company is 4711 N.E. 16th Avenue, Fort  
Lauderdale, Florida 33334.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Limited Liability  
Company shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami  
Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the  
initial registered agent of this Limited Liability Company is  
Robert B. Macaulay, who upon accepting this designation agrees to

comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V  
ADMISSION OF NEW MEMBERS

The admission of new Members shall be as provided in the Members' Operating Agreement.

ARTICLE VI  
DISSOLUTION; WINDING UP; LIQUIDATION

A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

Death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by notice by any one or more Members (representing at least a majority of the interests in the Limited Liability Company) to the remaining Members within 30 days after dissolution as described in subsection A of this Article.

ARTICLE VII

MANAGEMENT

The Limited Liability Company shall be managed by its Members,  
whose respective names and addresses are as follows:

Dennis J. Dellinger  
4711 N.E. 16th Avenue  
Fort Lauderdale, Florida 33334

H.A. Kenning, Jr.  
4949 River Point Road  
Jacksonville, Florida 32207

ARTICLE VIII

RESTRICTION OF TRANSFER

No Member may sell, assign, transfer, pledge, hypothecate,  
encumber or otherwise dispose of any interest in the Limited  
Liability Company without the prior written consent of all other  
Members, except as provided in the Members' Operating Agreement, as  
it may be amended from time to time.

ARTICLE IX

INDEMNIFICATION

The Limited Liability Company may indemnify, to the full  
extent permitted by law, any person who is the proper subject of  
indemnification.

Date: May 20, 1997

  
Dennis J. Dellinger

AFFIDAVIT OF MEMBER

STATE OF FLORIDA )  
                              : SS:  
COUNTY OF DADE    )

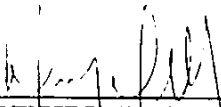
The undersigned Affiant, being a Member of Delrod Records, L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. Affiant is a Member of the Company;
2. The Company has at least two Members; and
3. The amount contributed by the Members is as follows:

<u>Name of Member</u>	<u>Amount Contributed</u>
Dennis J. Dellinger	\$100
H.A. Kenning, Jr.	\$100

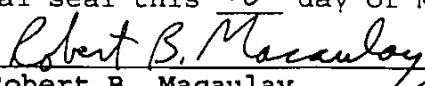
Additional amounts may be contributed by the Members.

FURTHER AFFIANT SAYETH NOT.

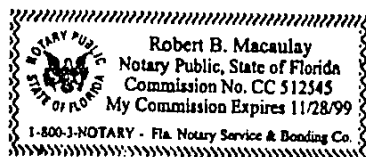
  
\_\_\_\_\_  
DENNIS J. DELLINGER

BEFORE ME, personally appeared Dennis J. Dellinger, to me personally known, who acknowledged to me that he executed the foregoing Affidavit on behalf of Delrod Records, L.C.

WITNESS my hand and official seal this 20<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
Robert B. Macaulay  
Notary Public, State of Florida  
At Large

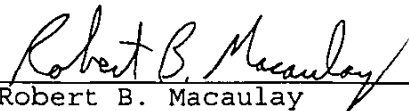
My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Delrod Records, L.C., at the place designated in the Articles of Organization, Robert B. Macaulay is familiar with and accepts the obligations of that position, and agrees to act in that capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 20, 1997

  
Robert B. Macaulay

FILED  
97 MAY 21 PM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA