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GLOBAL MUSIC NETWORK

FILED

97 AUG 21 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 20, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/21/97--01072--001
****337.50 ****337.50

Attention: New Filing Section

To Whom It May Concern:

Please accept this check in the amount of \$337.50 which will cover the cost of filing the attached Articles of Organization of Global Music Network Tampa, L.C.

Thank you,



Sam L. Winer
President
Global Music Network Inc.

AUG 22 11:53B
Sam Winer
AUTHORIZATION BY PHONE TO GAVE
CORRECT total cash property
DATE 8/22/97
BY EXAM B3B

**ARTICLES OF ORGANIZATION
OF
GLOBAL MUSIC NETWORK TAMPA, L.C.**

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**ARTICLE I
NAME**

The name of this Limited Liability Company is GLOBAL MUSIC NETWORK TAMPA, L.C.

**ARTICLE II
TERM**

The term of existence of this Limited Liability Company is perpetual.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

251 Windward Passage
Clearwater, Florida 33767.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of this corporation is as follows:

ROBERT E. WIGGINS, ESQUIRE
Sein Professional Center
36402 U.S. Highway 19 N.
Palm Harbor, FL 34684

**ARTICLE V
ADDITIONAL MEMBERS**

No right is granted herein to admit additional members to this Limited Liability Company unless a member shall die, retire, resign, be involuntarily removed, declare bankruptcy, or be dissolved. Any new member must be financially qualified, with a minimum net worth of one million dollars (\$1,000,000.00), and must invest a minimum of ten thousand dollars (\$10,000.00).

**ARTICLE VI
CONTINUATION OF BUSINESS AFTER DEATH OR
TERMINATION OF CONTINUED MEMBERSHIP OF MEMBER**

Upon 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 this Limited Liability Company, the remaining members hereto shall have the right to continue the business of the Limited Liability Company.

**ARTICLE VII
MANAGEMENT OF LIMITED LIABILITY COMPANY**

This Limited Liability Company will be managed by a manager. This Limited Liability Company shall have one (1) Manager initially. The number of Managers may be either increased or diminished from time to time by vote of the Members but shall never be less than one (1). The name and address of the initial Manager of this Corporation, who shall serve until his successor is elected and have qualified or until his removal is as follows:

NAME**ADDRESS**

SAM WINER CEO
Global Music Network, Inc.

251 Windward Passage
Clearwater, Florida 33767

**ARTICLE VIII
PURPOSE**

This Limited Liability Company is organized to transact any and all lawful business for which limited liability companies may be organized under Chapter 608, Florida Statutes.

**ARTICLE IX
INDEMNIFICATION**

Any managing member, manager, officer, employee or agent of this Limited Liability Company, serving this Limited Liability Company at its request, shall be indemnified by this Limited Liability Company against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a managing member, manager, officer, employee or agent of this Limited Liability Company, or by reason of his serving or having served this Limited Liability Company at its request, whether or not he is a managing member, manager, officer, employee or agent who is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the managing member, manager, officer, employee or agent is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Member approve such settlement and reimbursement

as being in the best interests of this Limited Liability Company. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X AMENDMENTS

Amendments or Restatements to the Articles of Organization shall be made as set forth in F.S. § 608.411, and shall be first adopted in resolution form by majority vote of the Members

IN WITNESS WHEREOF, these Articles of Organization are hereby executed by Member SAM WINER, who has hereunto affixed his signature on this 20 day of August, 1997.



SAM WINER, CEO, Pres.
Global Music Network Inc., Member

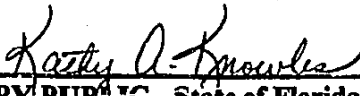
STATE OF FLORIDA]

COUNTY OF PINELLAS]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SAM WINER, who produced a valid Florida Drivers License/Identification Card and who executed the foregoing instrument for the purposes therein expressed.

Witness my hand and official seal in the County and State last aforesaid this 20th day of

August, 1997.




NOTARY PUBLIC - State of Florida
My Commission Expires:

KATHY A. KNOWLES NOTARY PUBLIC, STATE OF FLORIDA MY COMM. EXP. DECEMBER 18, 1999 COMM. # CC 519096

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, ROBERT E. WIGGINS, as Registered Agent for GLOBAL MUSIC NETWORK TAMPA, L.C., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at Sein Professional Center, 36402 U.S. Highway 19 N. Palm Harbor, Florida 34684, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law. Further, I am familiar with, and accept, the obligations of that position.

DATED: August 20, 1997.



ROBERT E. WIGGINS
Registered Agent

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STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

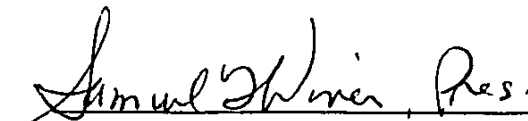
STATE OF FLORIDA

COUNTY OF PINELLAS

SAM WINER, being first duly sworn, according to the law by the undersigned authority, deposes and states as follows:

1. That I am the Chief Executive Officer of Global Music Network, Inc.. Global Music Network, Inc. is the Managing Member of GLOBAL MUSIC NETWORK TAMPA, L.C. As such, I have knowledge of the matters set forth herein.
2. That this Limited Liability Company has 31 members.
3. That a schedule of the amount of cash and a description and agreed value of property other than cash contributed by the members and the amount, if any, anticipated to be contributed by the members is attached hereto.

FURTHER AFFIANT SAYETH NAUGHT.



SAM WINER, CEO Global Music Network, INC.
Managing Member
GLOBAL MUSIC NETWORK, TAMPA, L.C.


STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by SAM WINER, who has produced a valid Florida Driver's License as identification, License No. W560-792-38-123-0, and who did

take an oath.

SWORN TO AND SUBSCRIBED before me this 20th day of August, 1997.



Notary Public
Commission Expires:

KATHY A. KNOWLES
NOTARY PUBLIC, STATE OF FLORIDA
MY COMM. EXP DECEMBER 18, 1999
COMM. # CC 519096

Global Music Network Tampa, L.C.

John T. & Ruth Prapotnik, Sr.	\$ 30,000.
Dominic Ginaldi, Jr.	\$ 30,000.
Mike Nguyen	\$ 15,000.
John R. Bedtke	\$ 15,000.
Ralph C. Mills	\$ 10,000.
Fred B. Ryerson/Judith A Myers	\$ 30,000.
Edward A. & Irene Martin	\$155,000.
The Mary Matousek Trust	\$ 10,000.
Dana Kratovil	\$ 10,000.
Jon Rutenber	\$ 10,000.
Gene K. Wyne	\$ 10,000.
Charles E. Davis	\$ 10,000.
Thomas M. Gooding	\$ 20,000.
Edward K. Newman, Trust	\$ 20,000.
Andreas Swiebel	\$ 10,000.
William Y. Clarke	\$ 5,000.
William H. Cooper	\$ 10,000.
William P. Key	\$ 10,000.
John E. Berry	\$ 10,000.
Richard W. & Heather A. Franz	\$ 15,000.
Glenn Carter	\$ 10,000.
Monique Lodder	\$ 10,000.
David L. Vrba	\$ 30,000.
Gilbert & Jeanette Waggoner	\$ 5,000.
Alan D. Gibbs	\$ 10,000.

		Agreed Value Of Services
Wolfe Funding, Inc.	3 units	\$30,000.
Sterling Signatures Corp.	.05 unit	5,000.
Liberty Distributors International Inc.	.05 unit	5,000.
Robert Wiggins, Attorney	.05 unit	5,000.
MediaMerica	1 unit	10,000.
Global Music Network	4.5 units	<u>45,000.</u>
	<i>Total</i>	\$600,000.