



80000000116

January 28, 1998

Tammi Cline
Dept. of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 3:01

Dear Tammi:

Enclosed you will find our check in the amount of \$337.50 to cover the cost of filing our Articles of Organization for GLOBAL MUSIC NETWORK ORLANDO, L.C.

Also, we are going to be moving our offices shortly say within the next 10 weeks or so. Would you please advise me how to change the address for our Partnerships and LCs. If there is a form would you please forward one to me?

Thank you,

Jeanette Nohe

Jeanette Nohe
Director of Administration
Global Music Network, Inc.

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-02/03/98--01002--012
****337.50 ****337.50

251 Windward
Passage
Clearwater
Florida 33767
Ph:813.441.8826
1.800.595.6501
Fx:813.449.8828

Confidential

L98-116

Name	<i>OR 1-29</i>
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Updater	<i>OR</i>
Updater Verifier	<i>OR</i>
Acknowledgement	<i>OR</i>
W. P. Verifier	<i>OR</i>

GLOBAL MUSIC NETWORK ORLANDO, L.C.

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

**ARTICLE I
NAME**

The name of this Limited Liability Company is GLOBAL MUSIC NETWORK ORLANDO, 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 Limited Liability Company 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 Limited Liability Company is as follows:

SAM WINER
251 Windward Passage, Suite F
Clearwater, FL 33767

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GLOBAL MUSIC NETWORK ORLANDO, L.C.

**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 (\$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 Company, who shall serve until his successor is elected and have qualified or until his removal is as follows:

NAME:

SAM WINER, President
Global Music Network, Inc.

ADDRESS:

251 Windward Passage
Clearwater, Florida 33767

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GLOBAL MUSIC NETWORK ORLANDO, L.C.

**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 or 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 judgement, 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.

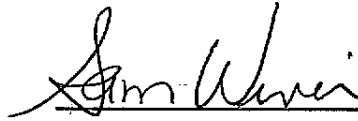
**ARTICLE X
AMENDMENTS**

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.

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GLOBAL MUSIC NETWORK ORLANDO, L.C.

IN WITNESS WHEREOF, these Articles of Organization are hereby executed by Member SAM WINER, who has hereunto affixed his signature on the 28th day of January, 1998.




SAM WINER, President

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 is personally known to me 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 28th day of January, 1998.



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

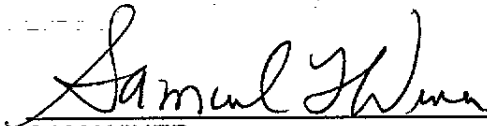
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GLOBAL MUSIC NETWORK ORLANDO, L.C.

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

I, SAM WINER, as Registered Agent for GLOBAL MUSIC NETWORK ORLANDO, L.C., do hereby agree to accept Service of Process on behalf of the Company, to keep my office located 251 WINDWARD PASSAGE, SUITE F, CLEARWATER, FL 33767 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: January 28, 1998.



SAM WINER
Registered Agent

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GLOBAL MUSIC NETWORK ORLANDO, L.C.

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 President of Global Music Network, Inc. Global Music Network, Inc. is the Managing Member of GLOBAL MUSIC NETWORK ORLANDO, L.C. As such, I have knowledge of the matters set forth herein.
2. That this Limited Liability Company has 30 members.
3. That a schedule of the amount of cash and a description and agreed value of property of 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.

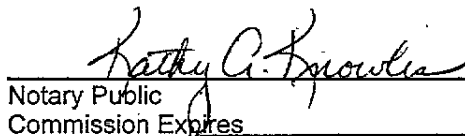


SAM WINER, President Global Music Network, Inc.
Managing Member
GLOBAL MUSIC NETWORK ORLANDO, L.C.

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by SAM WINER, who is personally known to me, and who did take an oath.

SWORN TO AND SUBSCRIBED before me this 28th day of January, 1998.



Notary Public
Commission Expires

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

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GLOBAL MUSIC NETWORK ORLANDO, L.C.

Charles E. Couvillion	\$ 10,000.
Andre & Tanya Gougler	\$ 10,000.
Ruby H. Harris	\$ 10,000.
Thelma C. Waigand	\$150,000.
Gregory D. Campeau	\$ 10,000.
Douglas Lee Roaldson	\$ 10,000.
William & Bonita Shelmon	\$ 10,000.
Herbert & Charlene Mott Trust	\$ 10,000.
Alan D. Gibbs	\$ 10,000.
Charles H. Kreke Living Trust	\$ 10,000.
Marcus R. Tart	\$ 10,000.
Clark Family Trust	\$ 10,000.
Charles Spencer Harris	\$ 10,000.
Virginia L. Estate Keller Pro Trust	\$ 10,000.
Jimmy D. Holloway	\$ 10,000.
Sylvia Payne	\$100,000.
Kenneth J. Polacek	\$ 10,000.
Peter Kivits	\$ 10,000.
Gilbert & Jeanette Waggoner	\$ 10,000.
Elmer R & Virginia L. Tabbert Estate Pro Trust	\$ 5,000.
Judith R. Syfert	\$ 5,000.
Chally Family Trust	\$ 10,000.
Robert D. McCabe	\$ 10,000.
Narizza Q. Ibay	\$ 10,000.
Helen M. Palermo	\$ 10,000.
James R. Furness	\$ 20,000.
Geraldine Collins	\$ 10,000.

Sub Total **\$500,000.**

Agreed Value
of Services

Mediamerica	1 Unit	\$ 10,000.
Jeanette Nohe	.05 Unit	\$ 5,000.
Global Music Network, Inc.	8.5 Units	\$ 85,000.
Sub Total		\$100,000.

TOTAL \$600,000.

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