



GLOBAL MUSIC  
NETWORK

L98000001297

July 29, 1998

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

400002604934--2  
-08/03/98--01010--001  
\*\*\*\*337.50 \*\*\*\*337.50

Dear Tammi:

Please file the attached Articles of Organization for the Global Music Network- San Francisco. A check in the amount of \$337.50 is attached

Sincerely,

Sam Winer  
President  
Global Music Network, Inc.

FILED  
98 JUL 30 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

L98-1297

Name Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

One ICOT Centre  
13630 58th St. N. #108  
Clearwater, FL 33760

Ph. 813 • 533 • 8300  
Fx. 813 • 531 • 1303  
1 • 800 • 595 • 6501

GLOBAL MUSIC NETWORK SAN FRANCISCO, L.C.

**ARTICLES OF ORGANIZATION  
OF  
GLOBAL MUSIC NETWORK SAN FRANCISCO, L.C.**

**ARTICLE I  
NAME**

The name of this Limited Liability Company is GLOBAL MUSIC NETWORK SAN FRANCISCO, 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:  
13630 58<sup>TH</sup> Street North  
Suite 108  
Clearwater, FL 33760

FILED  
98 JUL 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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**  
13630 58<sup>th</sup> Street North, Suite 108  
Clearwater, FL 33760

GLOBAL MUSIC NETWORK SAN FRANCISCO, 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:**  
13630 58<sup>TH</sup> Street North, Suite 108  
Clearwater, Florida 33760

FILED  
98 JUL 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GLOBAL MUSIC NETWORK SAN FRANCISCO, 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 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.

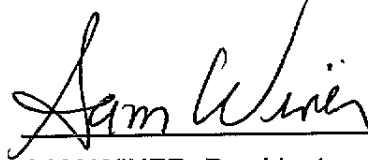
**ARTICLE X  
AMENDMENTS**

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.

FILED  
98 JUL 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GLOBAL MUSIC NETWORK SAN FRANCISCO, L.C.

IN WITNESS WHEREOF, these Articles of Organization are hereby executed by Member SAM WINER, who has hereunto affixed his signature on the 29 day of July, 1998.

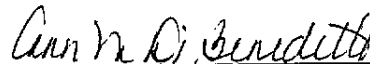


SAM WINER, President

Global Music Network, Inc., Member

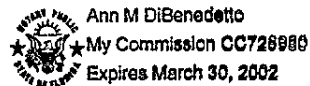
STATE OF FLORIDA       ]  
COUNTY OF PINELLAS    ]

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 29th day of July, 1998.



NOTARY PUBLIC – State of Florida

My Commission Expires:



FILED  
98 JUL 30 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GLOBAL MUSIC NETWORK SAN FRANCISCO, L.C.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**

I, SAM WINER, as Registered Agent for GLOBAL MUSIC NETWORK SAN FRANCISCO, L.C., do hereby agree to accept Service of Process on behalf of the Company, to keep my office located 13630 58<sup>th</sup> STREET NORTH, SUITE 108, CLEARWATER, FLORIDA 33760 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: July 29 1998.

  
\_\_\_\_\_  
SAM WINER  
Registered Agent

FILED  
98 JUL 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GLOBAL MUSIC NETWORK SAN FRANCISCO, L.C.

AFFIDAVIT

STATE OF FLORIDA  
COUNTY OF PINELLAS

FILED  
98 JUL 30 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 SAN FRANCISCO, L.C. As such, I have knowledge of the matters set forth herein.
2. That this Limited Liability Company has 39 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 SAN FRANCISCO, L.C.

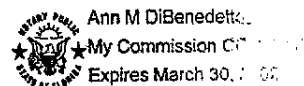
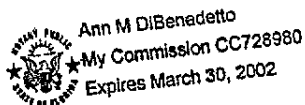
STATE OF FLORIDA  
COUNTY OF PINELLAS

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 29th day of July, 1998.



Notary Public  
Commission Expires



GLOBAL MUSIC NETWORK SAN FRANCISCO, L.C.

Tony Armas	\$ 37,500.
Evelyn T. Bartlett	\$ 50,000.
Cliff J. Bates	\$ 12,500.
J. Gordon Bingham	\$ 50,000.
William Y. Clarke	\$ 12,500.
Reva S. Clayton	\$ 10,000.
Jan Dekker	\$ 12,500.
John J. & Joan Paul Dwyer Revocable Living Trust	\$ 10,000.
David B. Fair	\$ 12,500.
Edward R. Fitzgerald	\$ 72,500.
Onna & John Fongers	\$ 12,500.
Gallinetti Family Trust dated 12/17/90	\$ 12,500.
Robert & Ladan Gilbert	\$ 25,000.
Alice M. Hazen Revocable Trust	\$ 72,500.
Jimmy D. Holloway	\$ 12,500.
Larry Karger	\$ 25,000.
Dana Kratovil	\$ 12,500.
Richard Donald Krimmel	\$ 60,000.
Henry S. & Sylvia R. Leff Family Trust dated 1/16/91	\$ 12,500.
Thomas W. Marckwardt	\$ 25,000.
Alan A. Moss	\$ 12,500.
Joseph S. & Mary A. Mox Revocable Living Trust	\$ 12,500.
Jana K. Neuenschwander Trust	\$ 12,500.
Edward K. Newman Trust	\$ 25,000.
Marco Pavesi	\$ 12,500.
Craig A. Rodeick	\$ 25,000.
Tom Schalwig	\$ 12,500.
Milan Schonberger	\$ 15,000.
Blue S. Shetter	\$ 25,000.
Michael Snooke	\$ 12,500.
Sterling Signatures Trust	\$ 25,000.
Andre' Stolk	\$ 25,000.
Anthony Van Zalk Family	\$ 12,500.
Gilbert R. & Jeanette Waggoner	\$ 12,500.
Douglas R. Waggoner	\$ 25,000.
Thelma Waigand	\$125,000.
Ronald L. & Florence Wald	\$ 25,000.
Gary Weske	\$ 12,500.
John K. Wilhelmy	\$ 12,500.
	<u>\$990,000.</u>

SUB-TOTAL

Agreed Value of Services

Mediamerica	\$ 25,000.
Jeanette Nohe	\$ 25,000.
Chris M. Cellura	\$ 12,500.
Global Music Network, Inc.	\$ 34,540.

SUB-TOTAL

TOTAL \$ 1,187,040.

FILED  
JUL 30 PM 4:25  
CLERK OF STATE  
TALLAHASSEE, FLORIDA