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FROM: SMOOT ADAMS EDWARDS & GREEN, P.A.
CONTACT: HOPE DELORME
PHONE: (941)489-1776

ACCT#: 071600002745

FAX #: (941)489-2444

NAME: BJ'S ORCHESTRA, L.L.C.

AUDIT NUMBER.....H98000015052

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1998

SMOOT ADAMS EDWARDS & GREEN, P.A.
HOPE DELORME

SUBJECT: BJ'S ORCHESTRA, L.L.C.
REF: W98000018453

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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**ARTICLES OF ORGANIZATION
OF
BJ'S ORCHESTRA, L.L.C.**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida does set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is: BJ'S ORCHESTRA, L.L.C., referred to in these Articles of Organization as the "Company."

ARTICLE II - PERIOD OF DURATION

Unless dissolved earlier, the Company will dissolve automatically on August 27, 2028. Except for prior amendment to this Article II, no act by the Company or its members can avoid that dissolution.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is to engage in the operation of an orchestra. The Company shall also have all of the other powers vested in a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE IV - ADDRESS OF PLACE OF BUSINESS

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

5084 Sorrento Court, Cape Coral, Florida 33904.
Robert S. Forman, Esq.
12800 University Drive, Suite 600
Fort Myers, FL 33907
Phone: (941) 489-1776 FL Bar No.: 752096

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ARTICLE V - REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is:
William Aubrey Jarboe, II, 5084 Sorrento Court, Cape Coral, Florida, 33904.

ARTICLE VI - ADDITIONAL MEMBERS

Members may admit additional members upon the majority vote of the then existing members.

ARTICLE VII - CONTINUITY OF 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 Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of a majority of the remaining members of the Company, as more particularly provided by the Company's Regulations.

ARTICLE VIII - MANAGEMENT

The Company is to be managed by a Manager. The name and address of such Manager who is to serve as Manager until the first annual meeting of members or until his successor is elected and qualified, by a majority vote of the Members of the Company, is as follows:

William Aubrey Jarboe, II
5084 Sorrento Court
Cape Coral, Florida 33904

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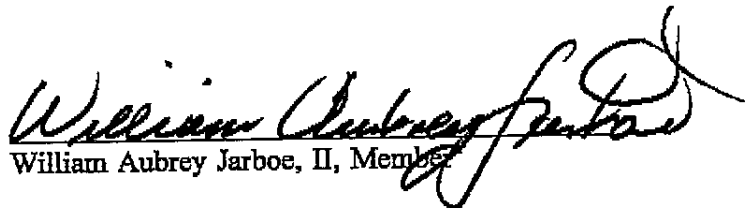
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ARTICLE IX - INITIAL MEMBERS

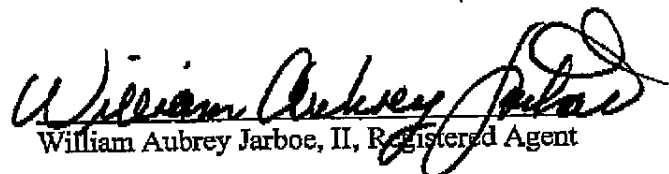
The initial members of the Company, and their respective, initial percentage interests in the Company, are as follows: William Aubrey Jarboe, II, ninety-nine percent (99%); and William Aubrey Jarboe, III, one percent (1%).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 13th day of August, 1998.


William Aubrey Jarboe, II, Member

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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.


William Aubrey Jarboe, II, Registered Agent

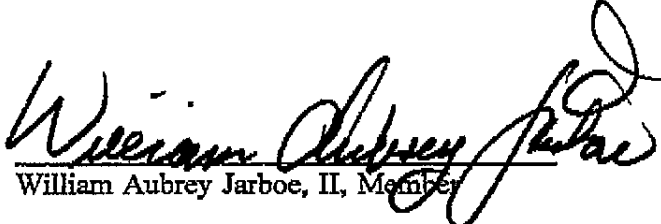
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of B.S.'S ORCHESTRA, L.L.C., deposes and says:

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1. The above named limited liability company has two members;
2. The total amount of cash contributed initially by the members is \$10.00 per member; and
3. The members anticipate they shall contribute sheet music ^{and W.A.J.} materials with an anticipated agreed value of approximately \$10,000.00 to the Company.


William Aubrey Jarboe, II, Member

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