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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

GLOBAL MUSIC NETWORK, L.L.C.

Name Availability	MJH
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Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$337.50

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 1999

EMPIRE CORPORATE KIT COMPANY

SUBJECT: GLOBAL MUSIC NETWORK, L.L.C.
REF: W99000014452

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

Throughout the document, you refer to Samuel Winer as President of Global Music Network, L.L.C., however, Limited Liability Companies do not have Presidents, they have Members. Please remove all reference to the President of the Limited Liability Company.,

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000015059
Letter Number: 599A00033131

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CONSENT

The undersigned, President of GLOBAL MUSIC NETWORK INC., on behalf of GLOBAL MUSIC NETWORK, INC., and the undersigned, on behalf of the following Limited Liability Companies for which GLOBAL MUSIC NETWORK OF CLEARWATER, INC. is the Sole Manager: GLOBAL MUSIC NETWORK - TAMPA, L.C., GLOBAL MUSIC NETWORK - MIAMI, L.C., GLOBAL MUSIC NETWORK - ORLANDO, L.C., GLOBAL MUSIC NETWORK - SACRAMENTO, L.C., and GLOBAL MUSIC NETWORK - SAN FRANCISCO, L.C., GLOBAL MUSIC NETWORK - SAN DIEGO, General Partnership, GLOBAL MUSIC NETWORK - PHOENIX, General Partnership and GLOBAL MUSIC NETWORK - DALLAS, General Partnership do hereby consent to the use of the name GLOBAL MUSIC NETWORK, L.L.C., a Limited Liability Company, having GLOBAL MUSIC NETWORK OF CLEARWATER, INC., as its sole Manager.

DATED this 18 day of June 1999.

By: Samuel Winer
 SAMUEL WINER,
 President,
 Global Music Network of Clearwater, Inc

By: Samuel Winer
 SAMUEL WINER,
 President,
 Global Music Network, Inc.

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ARTICLES OF ORGANIZATION
OF
GLOBAL MUSIC NETWORK, 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 do set forth the following:

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1. NAME.

The name of the Limited Liability Company is:

GLOBAL MUSIC NETWORK, L.L.C.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

a. Ninety (90) years from the date of filing of these Articles of Organization with the Department of State, or

b. Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

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4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business and mailing address in Florida for the Limited Liability Company is: 13630 - 58th Street North, Clearwater, Florida 33760.

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is: SAMUEL WINER, 13630 - 58th Street North, Clearwater, Florida 33760.

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: \$1,000 in cash and no other property is being contributed to the Limited Liability Company at this time.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made in cash or by the contribution of property at such value as shall be approved by the Managers. The Company will maintain a capital account for each Member in accordance with generally accepted accounting principles and the respective interests of the Members in the Company. Each Member's percentage ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations of the Company.

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8. 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 Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of members or until their successors are elected and qualified are as follows:

Global Music Network of Clearwater, Inc. Manager or Managing Member
13630 - 58th Street North, Suite 108
Clearwater, Florida 33760

10. MANAGEMENT.

a. Other than as set forth in clause (b) below, all powers associated with the Company's activities, including the power to sell all or substantially all of the Company's assets, shall be reserved to one or more Managers, each of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company. Thereafter, the Managers shall continue on a year to year basis as managers of the Company's affairs unless replaced with other Members by a vote of eighty percent in ownership interest in the Company at the annual meeting of the Company as set forth in the Company's Regulations. The Managers may also be

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replaced with other Members at any time by a vote of ninety percent in ownership interest in the Company.

b. The power to dissolve the Company shall be reserved to seventy-five percent in ownership interest of the Members.

11. ADDITIONAL PROVISIONS. The following additional provisions for the regulation of the business of the Company and for the conduct of its affairs are hereby adopted as a part of these Articles of Organization:

a. No contract or other transaction between the Company and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Managers and/or Members is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Managers and/or Members may have an interest in any contract or transaction with the Company and each and every such person is hereby relieved from liability which might otherwise exist from thus contracting with the Company for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested.

b. The Members of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members.

Executed at Clearwater, Florida on the 15 day of June 1999

GLOBAL MUSIC NETWORK, L.L.C.

By: Samuel Winer

SAMUEL WINER

President of Global Music Network of
Clearwater, Inc., as Manager

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

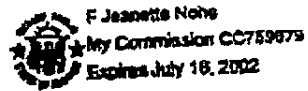
)
) ss.
)

The foregoing instrument was acknowledged before me, this _____ day of JUNE, 1999, by SAMUEL WINER, President of GLOBAL MUSIC NETWORK, L.L.C., who is personally known to me or who has produced _____ as identification and who did take an oath.

Samuel G. Winer
Signature

F. Jeannette Nohs
Print (Notary's Name)
Notary Public, State of Florida

Notary Stamp:



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of GLOBAL MUSIC NETWORK L.L.C. the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415, and is herewith simultaneously designated as registered agent by GLOBAL MUSIC NETWORK L.L.C.

Executed this 15 day of June, 1999.

By: Samuel Winer
SAMUEL WINER, Registered Agent

FOR THE LIMITED LIABILITY COMPANY:

By: Samuel Winer
SAMUEL WINER,
President of
GLOBAL MUSIC NETWORK OF CLEARWATER, INC.
as Manager

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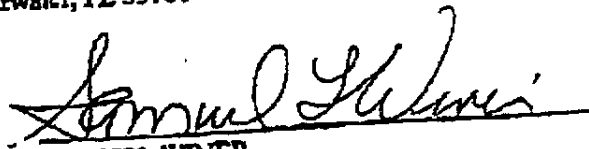
The undersigned member or authorized representative of a member of GLOBAL MUSIC NETWORK, L.L.C., deposes and says:

1. The above Limited Liability Company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.
3. If any, the agreed value of property other than cash contributed by members is \$10,000. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by members is \$438,998.
5. The total amounts of 2, 3 and 4 is \$449,998.
6. The street address of the principal office of the Limited Liability Company is:

13630 - 58th Street North
Clearwater, FL 33760

7. The mailing address of the Limited Liability Company is:

13630 - 58th Street North
Clearwater, FL 33760



SAMUEL WINER,
President of Global Music Network of Clearwater, Inc.,
Global Music Network, L.L.C.
as Manager to
(In accordance with Section 601.408(3), Florida Statutes, the
execution of this Affidavit constitutes an affirmation under the
penalties of perjury that the facts stated herein are true.)

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

SS.

The foregoing instrument was acknowledged before me this 15 day of June 1999, by SAMUEL WINER, as President of GLOBAL MUSIC NETWORK OF CLEARWATER, INC., AS* a Limited Liability Company, who is personally known to me or who has produced a Florida *MANAGER TO GLOBAL MUSIC NETWORK, L.L.C. Driver's License as identification and who did take an oath.

Samuel Winer

Signature

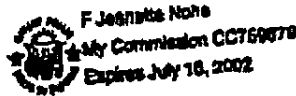
J. Jeannette Noh

Print (Notary's Name)

Notary Public, State of Florida

Notarial Seal:

GLOBAL MUSIC NETWORK, L.L.C. ART. 101
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Item 3 - Schedule of Property

Furniture, fixtures and intangible rights.

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