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June 21, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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To Whom it may concern:

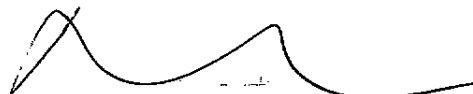
Please find enclosed:

1. One original and one (1) copy of the Articles of Organization of Greg's Entertainment Art Recording Enterprise Developing Unique Products, L.L.C. ,
2. \$250.00 Filing fee for the Articles of Organization of Greg's Entertainment Art Recording Enterprise Developing Unique Products, LLC and Affidavit,
3. \$35.00 fee for the Designation of Registered Agent,
4. \$8.75 fee for a certificate of status
5. \$52.50 fee for certified copy of certificate of status

If I can be of service to you in any manner or if you should have any questions, please contact me at your convenience.

Sincerely,

DAVID HOWARD GOLDBERG, P.A.



David Howard Goldberg, Esq.

DHG:brb

Encl.

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DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR GREG'S ENTERTAINMENT ART
RECORDING ENTERPRISE DEVELOPING UNIQUE PRODUCTS, L.L.C.**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

GREG'S ENTERTAINMENT ART RECORDING ENTERPRISE DEVELOPING UNIQUE
PRODUCTS, L.L.C.

**ARTICLE II
ADDRESS**

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

6795 SW 103rd Ct.
Miami, Florida 33173

**ARTICLE III
DURATION**

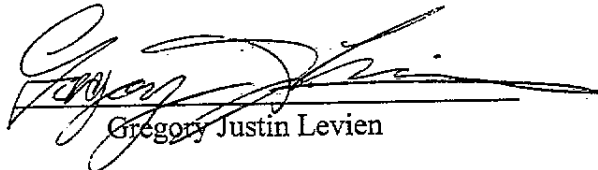
The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by the member and the name and address of the managing member is:

Gregory Justin Levien
6795 SW 103rd Ct.
Miami, Florida 33173

The undersigned states that he is a member of the L.L.C. and by executing this document he affirms under penalty of perjury that the facts stated herein are true.


Gregory Justin Levien

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is GREG'S ENTERTAINMENT AND RECORDING ENTERPRISES DEVELOPING UNIQUE PRODUCTS, L.L.C.

2. The name and address of registered agent and office is:

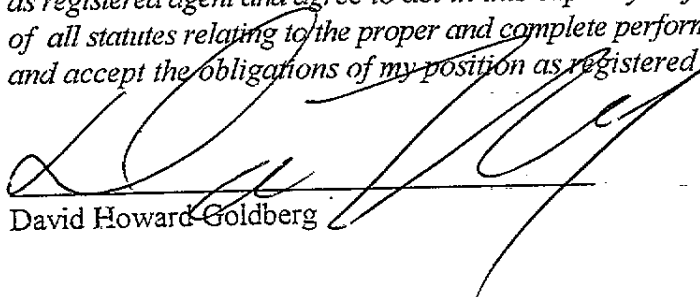
DAVID HOWARD GOLDBERG

100 S. Biscayne Bld.

Suite 1102

Miami, FL 33131

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


David Howard Goldberg

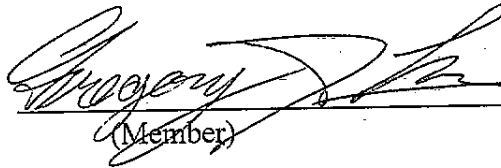
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DIVISION OF CORPORATE AFFAIRS

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of GREG'S ENTERTAINMENT ART RECORDING ENTERPRISE DEVELOPING UNIQUE PRODUCTS, L.L.C., deposes and says:

- 1) the above named limited liability company has one member
- 2) the total amount of cash contributed by the member is \$100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$100.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$100.00
- 5) the total amounts of 2, 3 and 4 is \$300.00


(Member)

(In accordance with section 608.408(3), of Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true)

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