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Robin Caral Shaw, Esq.
Admitted in Florida, Pennsylvania
and the District of Columbia

June 25, 1999

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By Certified Mail #Z 332 117 320

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

Re: Articles of Organization
Julian days, LLC

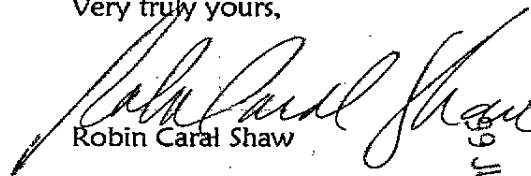
Dear Sir or Madam:

Enclosed please find the Transmittal Letter, Articles of Organization, and Certificate of Designation of Registered Agent/Registered Office for **Julian days, LLC**.

Also enclosed please find check number 1068 in the amount of \$285.00 for filing fees for the Articles (\$250.00) and Registered Agent (\$35.00).

Please contact the undersigned should you require any additional information.

Very truly yours,


Robin Caral Shaw

End: Transmittal Letter
Articles of Organization
Certificate of Designation of Registered Agent/Registered Office
Check #1068 in the amount of \$285.00

CC: Julian days, LLC

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DIVISION OF CORPORATIONS
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ALT

**TRANSMITTAL LETTER
FOR FLORIDA LIMITED LIABILITY COMPANY**

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

SUBJECT: - Julian days, LLC

Enclosed is an original and one (1) copy.

Filing fee for articles of organization of Florida Limited Liability Company:

\$250.00	Filing fee for Articles of Organization and Affidavit
\$ 35.00	Designation of Registered Agent

A letter of acknowledgement will be issued free of charge upon filing. Please submit an additional \$8.75 if a certificate of status is needed. The fee for a certified copy is \$52.50. Please send one check for the total amount made payable to the Florida Department of State.

FROM: Robin Carol Shaw, PA
Attorney at Law
6503 North Military Trail, #2000
Boca Raton, Florida 33496-2636
561-912-0905
Attorney ID#140864

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Julian days, LLC

ARTICLE II - Address:

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

2620 SW 6th Street, Boynton Beach, FL 33435

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

P O Box 811475, Boca Raton, FL 33481-1475

ARTICLE III - Duration:

The period of duration for the Limited Liability Company is:

Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members, and the names and addresses of the managing members are:

Clinton J. Ettore
115 Tara Lakes Drive West
Boynton Beach, FL 33436

Jonathan Shuster
809 SE 5th Court, Apt. 20
Deerfield Beach, FL 33441

Matthew McMeekin
2620 SW 6th Street
Boynton Beach, FL 33435

Erik Vasquez
9500 SW 3rd Street
Boca Raton, FL 33428

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ARTICLE V - Admission of Additional Members:

This Limited Liability Company is a musical band comprised of four performing members. There shall be no additional members. Band members shall be replaced on an "as needed" basis; that is, upon a vacancy, a replacement musician shall come into the band as an employee, but shall not become a Member of the band until the satisfactory completion of a six (6) month probationary period. The percentage of participation of the replacement member shall be determined by the three remaining members pursuant to procedures set forth in the bylaws or by contractual agreement.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 shall be:

(a) in the event of death, retirement, resignation, or expulsion, remaining members shall have the right to continue the business with the option of replacing the member pursuant to procedures set forth in the bylaws or by contractual agreement; (b) in the event of the death, retirement or resignation of three members, the company would not continue; (c) grounds for expulsion shall be set forth in the bylaws or by contractual agreement; and (d) in the event of bankruptcy, a majority vote is required in support of an attempt to reorganize; failing that, the business shall be liquidated and dissolved.

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ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of **Julian days, LLC** certifies:

- 1) the above-named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is: \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 5,300
(A description of property is attached and made a part hereto.); and,
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$ 5,400

Clinton J. Ettore
Signature of a member or an authorized representative of a member

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

Clinton J. Ettore
Typed or printed name of signer

Filing Fee: \$250.00 for Articles and Affidavit

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Description of property under Article VII (3)

Item	Estimated current value
12-track digital recorder	\$2100
3 condenser microphones	\$ 600
2 floor monitors	\$ 350
2 P.A. speakers	\$ 500
speaker/microphone cables	\$ 200
2 congas	\$ 150
midiverb processor	\$ 200
reverb/delay pedal	\$ 150
drum machine	\$ 200
speaker stands	\$ 100
headphones	\$ 150
6 jazz cartridges for digital recorder	\$ 600
	<hr/>
Total:	\$5300

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: **Julian days, LLC.**

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

Jonathan Shuster
STREET ADDRESS: 2620 SW 6th Street
Boynton Beach, FL 33435

MAILING ADDRESS: P.O. Box 811475, BOCA RATON, FL 33481-1475
Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this 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.

Jonathan Shuster
Jonathan Shuster

6/21/99
Date

Filing Fee: \$35 for Designation of Registered Agent

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