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ACCOUNT NO. : 072100000032

REFERENCE : 299861 7188371

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 285.00

ORDER DATE : July 7, 1999

ORDER TIME : 12:57 PM

ORDER NO. : 299861-005

CUSTOMER NO: 7188371

900002949739--4

CUSTOMER: Mr. Stefan R. Weissmueller
INTERACTIVE MUSIC SYSTEMS OF
INTERACTIVE MUSIC SYSTEMS OF
5307 Saltamonte Drive

New Port Richey, FL 34655-5200

DOMESTIC FILING

NAME: INTERACTIVE MUSIC SYSTEMS OF
FLORIDA, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 AUG -3 AM 8:25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 AUG -3 PM 4:39

RECEIVED

Sc 4-99

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

INTERACTIVE MUSIC SYSTEMS OF FLORIDA, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 5307 Saltamonte Drive, New Port Richey, Florida 34655-5200.

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

- Member: Richard Dorn - 5307 Saltamonte Drive
New Port Richey, FL 34655-5200
- Member: Stefan R. Weissmueller 5307 Saltamonte Drive
New Port Richey, FL 34655-5200

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The undersigned authorized representative of a member of INTERACTIVE MUSIC SYSTEMS OF FLORIDA, LLC hereby executes these Articles of Organization on this eighth day of July, 1999.

CORPORATION SERVICE COMPANY

Laura R. Dunlap
BY: Laura R. Dunlap as its agent
as authorized representative of
INTERACTIVE MUSIC SYSTEMS OF
FLORIDA, LLC

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Dated: July 8, 1999

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of INTERACTIVE MUSIC SYSTEMS OF FLORIDA, LLC deposes and says:

- 1) the above named limited liability company has at least one member:
- 2) the total amount of cash contributed by the members is \$ 30,000.-:
- 3) if any, the agreed value of property other than cash contributed by members is 0:
(a description of said property is attached hereto)
- 4) the amount of cash or property anticipated to be contributed by members is 20,000.-:
- 5) the total amount of 2, 3, and 4 is: 50,000.-.

Laura R. Dunlap

Laura R. Dunlap, as agent for Corporation Service Company in its capacity as authorized representative of a member of ACTIVE MUSIC SYSTEMS OF FLORIDA, LLC

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LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of INTERACTIVE MUSIC SYSTEMS OF FLORIDA, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this eighth day of July, 1999.

Lea Weissmueller
WITNESS

LEA WEISSMUELLER
TYPED OR PRINTED NAME

[Signature]
WITNESS

RICHARD I. DORN
TYPED OR PRINTED NAME

Stefan R. Weissmueller
SIGNATURE

STEFAN R. WEISSMUELLER
TYPED OR PRINTED NAME

99 AUG -3 AM 8: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED