



THE UNITED STATES
CORPORATION
COMPANY

L99000004924

ACCOUNT NO. : 072100000032

REFERENCE : 327508 7148144

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 285.00

ORDER DATE : August 2, 1999

ORDER TIME : 9:46 AM

ORDER NO. : 327508-005

900002955789--0

CUSTOMER NO: 7148144

CUSTOMER: Mr. Steve Brosky
MR. STEVE BROSKY
MR. STEVE BROSKY
1337 Sw 18th Avenue

Fort Lauderdale, FL 33312

DOMESTIC FILING

NAME: CIRCUIT NOIZE MAGAZINE LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED
99 AUG 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 AUG 10 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

54-10-99

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

CIRCUIT NOIZE MAGAZINE LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 1337 Southwest 18th Avenue, Fort Lauderdale, Florida 33312

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.

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TALLAHASSEE, FLORIDA

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: Stephen Brosky	1337 Southwest 18th Avenue Fort Lauderdale, Florida 33312
Steven Ceplenski	11201 Acama Street Studio City, California 91602

The undersigned authorized representative of a member of

CIRCUIT NOIZE MAGAZINE LLC hereby executes these articles of organization on this Day of 1999.

CORPORATION SERVICE COMPANY

Laura R. Dunlap

BY:
Its Agent, Laura R. Dunlap
as its agent, as authorized
representative of Circuit Noize
Magazine 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: August 10, 1999

JKN/jai

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
Circuit Noise Magazine LLC deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

\$ 5000.

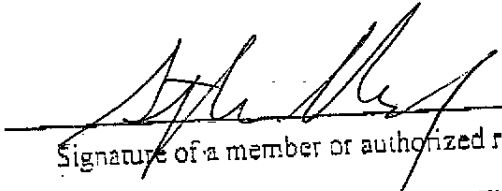
3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0
A description of the property is attached and made a part hereto.

4) the amount of cash or property anticipated to be contributed by member(s) is

\$ 5000.

5) the total amounts of 2, 3 and 4 is

\$ 5000.



Signature of a member or authorized representative of a member.

(In accordance with section 608.08(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 Circuit Noise Magazine (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 this 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 2 day of August, 1999.

Kyle Mechar

Witness

KYLE MECHAR

Typed or Printed Name

Kyle G Davis

Witness

LYLE G. DAVIS

Typed or Printed Name

Stephen Brosky

Signature

Stephen Brosky

Typed or Printed Name

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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