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ATTORNEYS AT LAW

PLEASE REPLY TO

Tampa

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December 12, 2001

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

500004729075--9
-12/17/01--01079--018
****125.00 ****125.00

RE: Refined Records, LLC;
Application By Foreign Limited Liability Company for Authorization to Transact
Business in Florida

Dear Sir or Madam:

Our law firm represents Refined Records, LLC. On behalf of Refined Records, LLC, enclosed please find an "Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida," "Certificate of Designation of Registered Agent/Registered Office," and a "Certificate of Good Standing" from the State of California. We have also enclosed a check in the amount of \$125.00 for the appropriate filing fees.

Upon registration, please forward the letter of acknowledgment to:

John A. Williams, Esq.
Trenam, Kemker, et al
2700 Bank of America Plaza
101 East Kenney Boulevard
Tampa, Florida 33602

Thank you for your attention to this matter. If you have any questions, please feel free to call us at the Tampa number listed above.

Sincerely,
A handwritten signature in dark ink, appearing to read "John A. Williams".
John A. Williams

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mt
12/19

Enclosures
cc: Nelson T. Castellano, Esq.

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Refined Records, LLC
(Name of foreign limited liability company)
2. California
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 94-3346204
(FEI number, if applicable)
4. November 1, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 298 4th Avenue, Suite 481
San Francisco, California 94118
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:

J. Robert Roy

298 4th Avenue, Suite 481

San Francisco, California 94118

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TALLAHASSEE, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Record Company

J. Robert Roy
Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

J. Robert Roy
Typed or printed name of signee

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Refined Records, LLC

2. The name and the Florida street address of the registered agent and office are:

Nelson T. Castellano

(Name)

101 East Kennedy Boulevard, Suite 2700

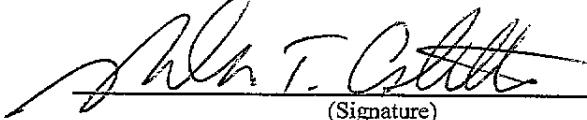
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa, FL 33602

(City/State/Zip)

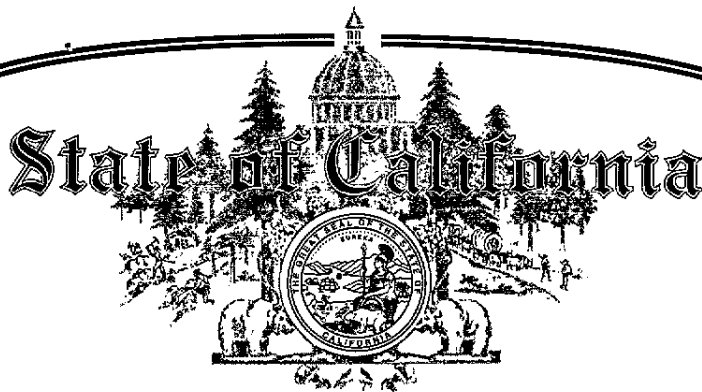
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 608, F.S.

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SECRETARY OF STATE



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)



SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED LIABILITY COMPANY

I, BILL JONES, Secretary of State of the State of California, hereby certify:

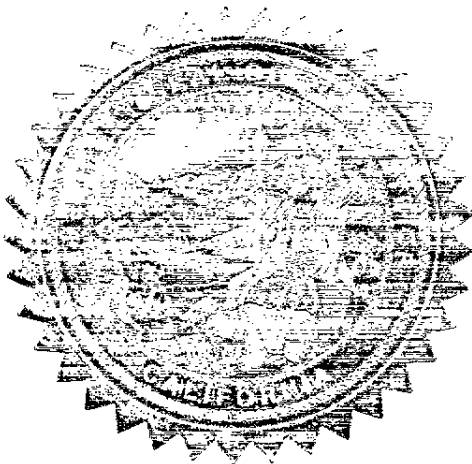
That on the 15th day of November, 1999, REFINED RECORDS, LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
29th day of November, 2001.



Bill Jones
BILL JONES
Secretary of State

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