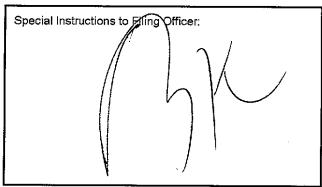
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DEFENDAÇÃO DE CONTROLORIO

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ACCOUNT NO. : 072100000032

REFERENCE: 161577 7412583

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE: January 24, 2005

ORDER TIME: 10:28 AM

ORDER NO. : 161577-005

CUSTOMER NO: 7412583

CUSTOMER: Mr. Peter Moulinos

Moulinos & Associates

21st Floor

590 Madison Avenue New York, NY 10022

FOREIGN FILINGS

NAME: ARC MUSIC OF BOCA LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Justin Cheshire -- EXT# 2909

EXAMINER:

1 Arc Music of Boca LLC

OS JAN OS PAROS ST

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION T TRANSACT BUSINESS IN FLORIDA

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

	(Name of Forcign Limited Liability Company)				
>	Delaware 3, 20-2169959				
٠.	(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)				
4.	January 12. 2005 5. Perpetual				
	(Date of Organization) (Duration. Year limited liability company will cease to exist or "perpetual")				
۲					
٠.	(Date first transacted business in Florida, if prior to registration.) (See sections 608,501 & 608,502 F.S. to determine penalty liability)				
7.	8182 Glades Road				
	Boca Raton, Florida				
	(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.				
	Donald Harder				
	8182 Clades Road				
	Boga Raton, Florida				
). Attached is an original contificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in				
	e jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a unslation of the certificate under oath of the translator must be submitted.)				
	·				
]	1. Nature of business or purposes to be conducted or promoted in Florida: Retail Music Store				
	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)				
	CER I INDEXIVE I				

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 STATUITS, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

Arc Music of Boca LLC					
l. The name a	nd the Florida street addres	ss of the registered agent and office are	e:		
	Corporation Service Company				
	(Name)				
	1201 Hays Street				
Florida Street Address (P.O. Box NOT ACCEPTABLE)					
	Tallahassee	FL 32301			
		City/State Zip			

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, Florida Statutes.

Corporation Service Company

(Signature)

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARC MUSIC OF BOCA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID_ "ARC MUSIC OF BOCA, LLC" WAS FORMED ON THE TWELFTH DAY OF JANUARY, A.D. 2005.

3911005 8300

Warriet Smith Windson Secretary of State

AUTHENTICATION: 3636430

050057387 DATE: 01-24-05