



THE UNITED STATES
CORPORATION
COMPANY

M98000000063

ACCOUNT NO. : 072100000032

REFERENCE : 669167 4376681

AUTHORIZATION

Patricia P. Pitts

COST LIMIT : \$ 285.00

ORDER DATE : January 14, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 669167-010

CUSTOMER NO.: 4376681

900002411489--5

CUSTOMER: Barbara A. Box, Legal Asst
Kelly Hart & Hallman
201 Main Street
Suite 2500
Fort Worth, TX 76102

FOREIGN FILINGS

NAME: SMITH MUSIC GROUP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

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DIVISION OF CORPORATIONS
98 JAN 26 PM 2:24

RECEIVED
98 JAN 25 AM 11:48
DIVISION OF CORPORATION

5

1/26/98

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO 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:*

1. Smith Music Group, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 5, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 608.502, 608.502 and 817.155, F.S.))
7. 515 Seabreeze Boulevard, Suite 516
Ft. Lauderdale, Florida 33316
(Street address of principal office)
8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS	TITLE	NAME & ADDRESS	TITLE
<u>Rick Smith</u>	<u>MGRM</u>	_____	_____
<u>515 Seabreeze Blvd., Ste. 516</u>		_____	_____
<u>Ft. Lauderdale, FL 33316</u>		_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

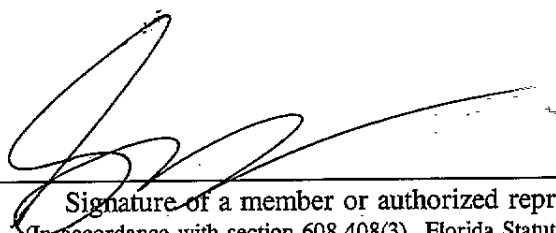
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of Smith Music
Group, L.L.C. deposes and says:

- 1) the above named limited liability company has at least one member
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or 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.)

Filing Fee: \$52.50 for Affidavit

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Smith Music Group, L.L.C.

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

Rick Smith

(Name)

515 Seabreeze Blvd, Suite 516

(P. O. Box not acceptable)

Ft. Lauderdale, Florida 33316

(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.

By: _____

(Signature)

1-23-97
(Date)

Filing Fee: \$35 for Designation of Registered Agent

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMITH MUSIC GROUP, L.L.C." 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 FOURTEENTH DAY OF JANUARY, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8866013

DATE:

01-14-98