

CERTIFICATE OF LIMITED PARTNERSHIP

We, the undersigned, desiring to form a limited partnership pursuant to the ____ (STATE) ____ Uniform Limited Partnership Act, hereby certify as follows:

1. The name of the Partnership is _____.
2. The character of the business of the Partnership is to engage in the recording of musical compositions and all things necessary or incidental thereto.
3. The location of the principal place of business of the Partnership is:

or such other place as the General Partner may from time to time designate.

4. The name and place of residence of each General Partner is:

Name	Place of Residence
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_____	_____
_____	_____

The name and place of residence of each Limited Partner is:

Name	Place of Residence
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_____	_____
_____	_____

5. The term for which the Partnership is to exist shall commence on the date of the Partnership Agreement, _____, 20__, and shall continue from year to year, unless sooner terminated pursuant to the Partnership Agreement.

6. The description and agreed value of property and/or cash contributed by each Partner is:

Name	Property	Value
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_____	_____	_____
_____	_____	_____

7. No Limited Partner shall be required to make any additional contributions to the capital of the Partnership.

8. The contributions or respective share of Partnership assets of each Limited Partner are to be returned to him on dissolution of the Partnership or at any earlier time in the discretion of the General Partner.

9. The share of the profits or other compensation by way of income which each Limited Partner shall receive by reason of his contribution is:

Name	Share of Profits
_____	_____
_____	_____
_____	_____

10. A Limited Partner has the right to substitute an assignee of his partnership interest as a contributor in his place on the following terms and conditions: on making a request in writing to the General Partner to amend this certificate accordingly and paying to the General Partner all cost in making the Amendment.

11. The Partners have the right to admit additional Limited Partners with the written consent of all General and Limited Partners.

12. On dissolution of the Partnership, the Limited Partner _____ may demand and receive in return for his contribution the following property other than cash:

See "Exhibit A Inventory" attached hereto

IN WITNESS WHEREOF, we have hereunto set our hands this __th day of _____, 20__.

GENERAL PARTNER

LIMITED PARTNER

NOTARY SEAL

STATE OF _____)
)
 COUNTY OF _____)

I, the undersigned Notary Public, do hereby certify that on this __th day of _____, 20__, personally appeared before me _____ and _____, known to me to be the person whose names are subscribed to the foregoing instrument, and swore and acknowledged to me that they executed the same for the purpose and in the capacity therein expressed, and that the statements contained therein are true and correct.

Notary Public, State of _____
 My commission expires: _____

Notary's Printed or Typed Name