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RUSSELL L. FORKEY, P.A.

2888 EAST OAKLAND PARK BOULEVARD

FT. LAUDERDALE, FLORIDA 33306

TELEPHONE: (954) 568-4441

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May 31, 1996

Secretary of State
POB 6327
Tallahassee, FL 32314

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***122.50 ***122.50

Re: Musikor Corp
Our File No.: 905-3423

TO WHOM THIS MAY CONCERN:

Enclosed herewith, please find an original and one copy of Articles of Incorporation regarding the above-referenced matter. A check for \$122.50 is also enclosed to cover the filing fee. Please forward to me, in the enclosed, self-addressed, stamped envelope a copy of the filed Articles of Incorporation. Thank you for your attention to this matter.

Very truly yours,


Russell L. Forkey
RLF/abs
Enclosure

Action Mortgage and Loan Corporation

*DMY
6/6/96*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN -3 AM 11:49

FILED

ARTICLES OF INCORPORATION
OF
ACTION MORTGAGE AND LOAN CORPORATION

FILED

96 JUN -3 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person, and competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ACTION MORTGAGE AND LOAN CORPORATION, a corporation for profit.

ARTICLE II - PRINCIPLE OFFICE

The principle office and mailing address of this corporation shall be:

Russell L. Forkey, P.A.
2886 East Oakland Park Boulevard
Ft. Lauderdale, Florida 33306

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having a par value of \$0.01.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2888 E. Oakland Park Blvd., Ft. Lauderdale, Florida and the name of the initial registered agent of this corporation at that address is RUSSELL L. FORKEY, ESQ.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these articles is:

Russell L. Forkoy, Esq.
2888 East Oakland Park Blvd.
Ft. Lauderdale, Florida 33306

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-laws but in no event shall be less than one. The names and addresses of the initial Board of Directors of this corporation are:

Russell L. Forkey, Esq.
2888 East Oakland Park Blvd.
Ft. Lauderdale, Florida 33306

ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XV - SHAREHOLDER QUORUM AND VOTING

Fifty (50%) percent of the shares entitled to vote,

represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, at the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVII - RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially in the amounts set below: NONE

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XVIII - CALLING OF SPECIAL MEETINGS

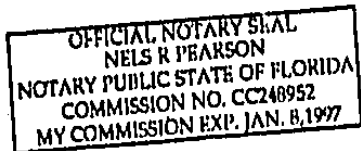
Special meetings of shareholders may be called by the Board of Directors and/or 10% of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the ___ day of _____, 1996.

[Signature]
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 31 day of MAY, 1996, by RUSSELL L. FORKEY who is personally known to me and who did take an oath.



[Signature]
Notary Public
State of Florida at Large

(Seal)

My Commission Expires:

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with §607.0501, Florida Statutes, the following is submitted.

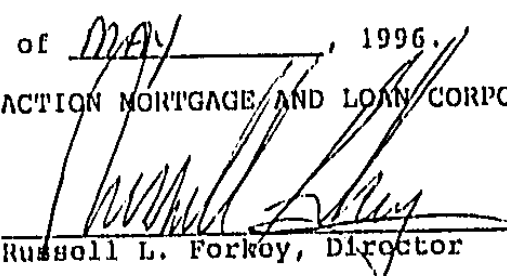
First that ACTION MORTGAGE AND LOAN CORPORATION, desiring to organize or qualify under the laws of the State of Florida, has named:

Russell L. Forkey, Esq., Russell L. Forkey, P.A., 2888 East Oakland Park Boulevard, Ft. Lauderdale, FL 33306, as its agent to

accept service of process within Florida.

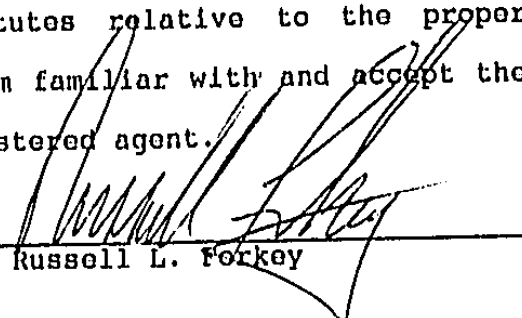
Dated this 31st day of MAY, 1996.

ACTION MORTGAGE AND LOAN CORPORATION


Russell L. Forkey, Director

FILED
96 JUN -3 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Russell L. Forkey