

A97000002587

DAVID W. REITZ
707 Robin Avenue
Palm Harbor, Florida 34683
(813) 771-1099

November 3, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

re: MASTERScores MUSIC GROUP, L.P.

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-11/21/97--01052--005
****105.00 ****105.00

Dear Sir or Madam:

Enclosed is a copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution for the above named Limited Partnership. Also included is a check in the amount of \$105.00 for what is anticipated to be a capital contribution of \$10,000 and \$35.00 for the designation of Registered Agent.

The name and telephone number of the contact person is as follows:

David W. Reitz
813-771-1099

The name and address to which the acknowledgement should be addressed is as follows:

David W. Reitz
707 Robin Avenue
Palm Harbor, Florida 34683.

Thank you for your assistance.

Sincerely,

David W. Reitz

DWR:eb
enc.

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TALLAHASSEE, FLORIDA

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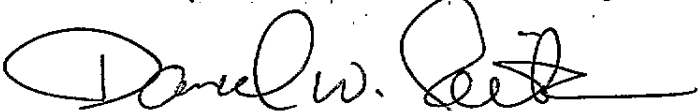
CERTIFICATE OF LIMITED PARTNERSHIP
OF

1. MASTERSCORES MUSIC GROUP, ~~INC.~~ Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")

2. 1300 Woodlawn Blvd., Suite 106, Austin, Texas 78703
(The Business Address of Limited Partnership)

3. David W. Reitz
(Name of Registered Agent for Service of Process)

4. 707 Robin Avenue, Palm Harbor, Florida 34683
(Florida Street Address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for
Service of Process.)

6. P.O. Box 1745, Palm Harbor, Florida 34682
(The Mailing Address of the Limited Partnership.)

7. The latest date upon which the Limited Partnership is to be dissolved is October 13, 2002

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

MASTERSCORES MUSIC GROUP, INC.

1300 Woodlawn Blvd., Suite 106
Austin, Texas 78703

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TALLAHASSEE, FLORIDA

Signed this 13 th day of November, 1997

Signature of all general partners:

Signature of all general partner

[Handwritten Signature]

General Partner

General Partner

President & CEO _____
MasterScores Music
Group, Inc.

General Partner

General Partner

General Partner

General Partner

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of

• MASTERSCORES MUSIC GROUP, L.P., a Florida Limited Partnership, certify as follows:


The amount of capital contributions to date of the limited partners is \$ 300.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 10,000 (Ten Thousand Dollars)

This 13 th day of November, 19 97.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I(we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

X 	President & CEO	_____
General Partner	MasterScores Music Group, Inc.	General Partner
_____		_____
General Partner		General Partner
_____		_____
General Partner		General Partner

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