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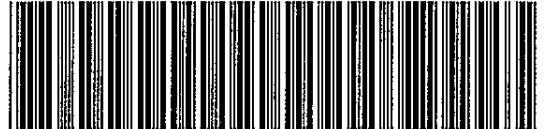
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06 FEB -6 AM 8:34
SOUTH FLORIDA
TALLAHASSEE, FLORIDA

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SPX

ROBERT E. TURFFS, P.A.
1444 First Street, Suite B
Sarasota, Florida 34236
Telephone (941) 953-9009
Facsimile (941) 953-5736

Robert E. Turffs

Board Certified Civil Trial Lawyer

February 2, 2006

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

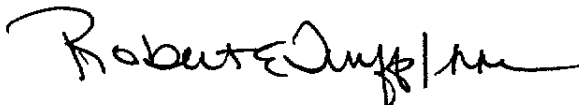
Re: Guitar Sarasota, Inc.
A Florida Not for Profit Corporation

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for filing. I also enclose our check in the amount of \$78.75 to cover your filing fees.

Please forward the original Certificate of Guitar Sarasota, Inc. to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Robert E. Turffs", with a stylized flourish at the end.

Robert E. Turffs

RET:hhl
Encls.

ARTICLES OF INCORPORATION
OF

GUITAR SARASOTA, INC.
A Florida Non-Profit Corporation

FILED
06 FEB -6 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These articles of incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

ARTICLE I. NAME

The name of this corporation shall be **GUITAR SARASOTA, INC.**

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be **1105 Tahiti Parkway, Sarasota, Florida, 34236.**

ARTICLE III. PURPOSES

The corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including, but not limited to:

- (a) Conducting its affairs, carrying on its operations, and having officers and exercising the powers granted by the Florida Not For Profit Corporation Act in any state or in any foreign country;
- (b) Administering for charitable purposes, funds and property donated to the corporation;
- (c) Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles

of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

(d) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the **GUITAR SARASOTA, INC.**, which is an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under section 501 (a);

(e) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition become, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(f) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors. The board of directors shall be elected or appointed as provided in the bylaws. The initial directors of this corporation shall be:

THOMAS KOCH

**1105 Tahiti Parkway
Sarasota, Florida 34236**

KURT WOLF

**2331 Goldenrod Street
Sarasota, Florida 34239**

ROBERT E. TURFFS

**8889 Fisherman's Bay Drive
Sarasota, Florida 34231**

JENNIFER AHECORN-KOCH

**1105 Tahiti Parkway
Sarasota, Florida 34236**

JESSE WIEDERSPIEL

**1651 Bridge Street
Englewood, Florida 34223**

DAVID HOOVER

**3411 Jaffa Drive
Sarasota, Florida 34239**

KIMBERLY PERKINS

**3411 Jaffa Drive
Sarasota, Florida 34239**

The board of directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert E. Turffs, Esquire

**1444 First Street, Suite B
Sarasota, Florida 34236**

ARTICLE VII COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes to set forth in Article II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss

of the exemption under section 501 (c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170
- (c)(2) of the Code.

ARTICLE VIII INDEMNIFICATION

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

ARTICLE IX

The name and address of the incorporator are as follows:

Robert E. Turffs, Esq.

**1444 First Street, Suite B
Sarasota, Florida 34236**

ARTICLE X OFFICERS

The corporation shall be governed by a president, vice president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

ARTICLE XI BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time of time by a resolution adopted by a two-thirds vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these article of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in Article VII.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively to **GUITAR SARASOTA, INC.**, or, if such organization is not then in existence or is not an organization described in section 501 (c)(3) of the Code, then exclusively for charitable purposes in such a manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organization described in Section 501(c)(3) of the Code as the Court shall select.

ARTICLE XIV DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contribution to which are deductible under Section 170(c) of the Code. Any reference in these article to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

The undersigned have executed these Articles of Incorporation this 20 day of January, 2006.

Thomas Koch
THOMAS KOCH

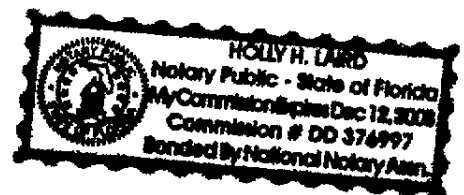
STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on January 20, 2006, by Affiant, THOMAS KOCH, who is personally known to me _____ or who produced Fl. Driver's License
(type of identification)
as identification.

Holly H. Laird
NOTARY PUBLIC

(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 SECTION 48.091, FLORIDA STATUTES THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT GUITAR SARASOTA, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

SARASOTA, STATE OF FLORIDA
(City) (State)

HAS NAMED ROBERT E. TURFFS, ESQUIRE, LOCATED AT
(Name of Resident Agent)

1444 FIRST STREET, SUITE B, SARASOTA, FLORIDA 34236,
(Street address and No. of building, Post Office Box addresses are not acceptable.)

CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO
(City)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Th Koch
Thomas Koch (Incorporator)

TITLE Incorporator

DATE 1-20- 2006.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE Robert E. Turffs
Robert E. Turffs (Resident Agent)

DATE 1-20 2006

FILED
06 FEB -6 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA