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KLINE, MOORE & KLEIN

PROFESSIONAL ASSOCIATION

FILED

ARTHUR J. KLINE  
DONALD M. KLEIN  
KEVIN F. KLINE\*  
ROBERT L. KLINE  
\*MEMBER: FLORIDA AND N.Y. BARS

GRAND BAY PLAZA  
2665 SOUTH BAYSHORE DRIVE  
SUITE 903  
COCONUT GROVE, FLORIDA 33133  
TELEPHONE (305) 285-9793  
TELECOPIER (305) 285-6717

00 MAY -8 PM 1:48

NATHANIEL J. KLEIN  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
(1912-1997)

May 4, 2000

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: National Museum of Mechanical  
Music Arts, Inc.

900003243269-3  
-05/08/00--01129--009  
\*\*\*\*78.75 \*\*\*\*78.75

Gentlemen:

We have enclosed herewith the original and one (1) copy of the proposed Articles of Incorporation of the above-named corporation. We are also enclosing herein our firm's check in the amount of \$78.75, which is in payment of the filing fee of \$35.00, \$35.00 for Registered Agent Designation and \$8.75 for one certified copy. Please file the enclosed Articles of Incorporation at your earliest opportunity and furnish us with one (1) certified copy.

Thank you for your attention to this matter.

Very truly yours

Kevin F. Kline

KFK/oel

Encls.

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P4 5/10/00

ARTICLES OF INCORPORATION

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OF

00 MAY -8 PM 1:48

NATIONAL MUSEUM OF MECHANICAL MUSIC ARTS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

The name and address of this corporation are: NATIONAL MUSEUM OF MECHANICAL MUSIC ARTS, INC., 14309 North Dale Mabry Highway, Tampa, FL 33618.

II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

III.

This corporation is organized for the following purposes: To engage in the transaction of any and all lawful business whatsoever including but not limited to the operation of a private museum featuring all aspects of mechanical music.

IV.

This corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock.

V.

The street address of the initial registered office of this corporation is: 2665 South Bayshore Drive, Suite 903, Miami, Florida 33133 and the name of the initial registered agent of this corporation at that address is: KEVIN F. KLINE, ESQ.

VI.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The names and addresses of the initial directors of this corporation shall be:

MR. MARK S. YAFFE  
14309 North Dale Mabry Highway  
Tampa, FL 33618

MRS. CRISTEL YAFFE  
14309 North Dale Mabry Highway  
Tampa, FL 33618

KEVIN F. KLINE, ESQ.  
2665 South Bayshore Drive  
Suite 903  
Miami, Florida 33133

VII.

The name and address of the incorporator shall be:

MR. KEVIN F. KLINE  
2665 South Bayshore Drive  
Suite 903  
Miami, Florida 33133

VIII.

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

IX.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


X.

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

XI.

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

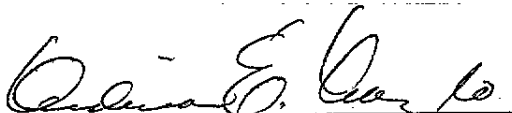
IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 4th day of May, 2000.

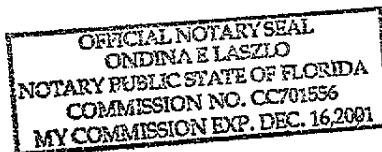
  
\_\_\_\_\_  
KEVIN F. KLINE

STATE OF FLORIDA                    )  
  SS:  
COUNTY OF MIAMI-DADE            )

BEFORE ME, the undersigned authority personally appeared KEVIN F. KLINE, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of May, 2000.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED

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NATIONAL MUSEUM OF MECHANICAL MUSIC ARTS, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First that NATIONAL MUSEUM OF MECHANICAL MUSIC ARTS, INC.,  
desiring to organize under the laws of the State of Florida, with  
its registered office, as indicated in Articles of Incorporation  
has named KEVIN F. KLINE, ESQ., 2665 South Bayshore Drive, Suite  
903, Miami, Florida 33133, as its agent to accept service of  
process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above  
stated corporation, at place designated in this Certificate, the  
undersigned hereby accepts to act in this capacity, and agrees to  
comply with the provisions of said Act relative to keeping open  
said office.

  
\_\_\_\_\_  
KEVIN F. KLINE, ESQ.