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JAY B. VERONA
JUANITA S. SHEPHERD

FILED
2000 JUN 12 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE: (727) 347-7000
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PO00000058792

June , 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100003285621-2
-06/12/00--01127--016
*****78.75 *****78.75

Re: MUSIC GROOVE - MASTERS, INC.

Dear Sir or Madam:

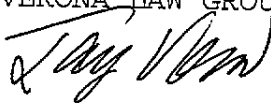
Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee	\$70.00
Certified Copy	8.75
TOTAL	\$78.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA LAW GROUP, P.A.


Jay B. Verona
JBV:sb
Enclosures
cc: Eric M. Terrell

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2000 JUN 12 PM 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **MUSIC GROOVE - MASTERS, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

2090 69th Ave. So.
St. Petersburg, FL 33712

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

VERONA LAW GROUP, P.A.
7235 First Avenue South
St. Petersburg, FL 33707

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

ERIC M. TERRELL

2090 69th Ave. So.
St. Petersburg, FL 33712

LEANNE MATASSINI

2090 69th Ave. So.
St. Petersburg, FL 33712

8. **INCORPORATOR:** The name and address of the initial Incorporator signing these Articles of Incorporation is:

ERIC M. TERRELL

2090 69th Ave. So.
St. Petersburg, FL 33712

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.


10. **INDEMNIFICATION:** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **AMENDMENT OF ARTICLES:** 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.

13. **PREEMPTIVE RIGHTS:** This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of JUNE, 2000.


ERIC M. TERRELL
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS


The foregoing Articles of Incorporation were acknowledged before me this 7th day of June, 2000 by ERIC M. TERRELL, who is personally known to me or has produced (type of identification) as identification, and did not take an oath.


Notary Public signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

 Sherry L. Brielmaler
My Commission CC785250
Expires October 29, 2002

FILED

2000 JUN 12 PM 3:00

CONSENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED as Registered Agent for MUSIC GROOVE - MASTERS, INC., at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

VERONA LAW GROUP, P.A.

By: 

Jay B. Verona

As: President

STATE OF FLORIDA
COUNTY OF PINELLAS


The foregoing instrument was acknowledged before me this 7th day of June, 2000 by Jay B. Verona, as President of VERONA LAW GROUP, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.


Notary Public - signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:

 Sherry L. Brielmaier
My Commission CC785250
Expires October 29, 2002