

PO1000028151

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ATTORNEY AT LAW
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ORLANDO, FLORIDA 32801

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March 13, 2001

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, FL 32314

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-03/15/01--01033--014
*****70.00 *****70.00

RE: WAREHOUSE PIANOS, INC.

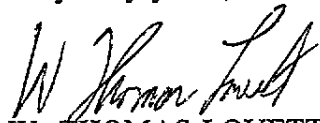
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Certificate Designating Registered Agent.

Please file the original Articles and forward one conformed copy to the undersigned. Our check in the amount of \$70.00 is enclosed in payment of the filing and registered agent fee.

Please feel free to contact this office should you have any questions in this regard.
Thank you.

Very truly yours,


W. THOMAS LOVETT

WTL/kl
Enclosures

FILED
2001 MAR 15 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/19/01

ARTICLES OF INCORPORATION

OF

WAREHOUSE PIANOS, INC.

FILED

2001 MAR 15 PM 3:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO THE SECRETARY OF THE STATE OF FLORIDA:

I, the undersigned, being over the age of twenty-one years, desiring to become a body corporate under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated and set forth, do hereby file in the Office of the Secretary of State of said State, this my Certificate of Incorporation in accordance with the laws of the State of Florida, and I do hereby set forth and certify as follows:

ARTICLE I. The name of the corporation shall be **WAREHOUSE PIANOS, INC.**

ARTICLE II. The objects and purposes for which this corporation is formed are as follows:

(1) To do all lawful things in which a corporation may engage in the State of Florida.

(2) To purchase, lease, exchange, or otherwise acquire real and personal property of all kind, character and description, whether improved or unimproved, and any interests therein; to own, hold, control, maintain, manage, and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control office building or buildings for use by the company on lands owned or held by the corporation; to lease or sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real and personal property and any interest therein.

(3) To purchase, or otherwise acquire, hold, exchange, sell, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, partnership, syndicate or person, or any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities; to issue its own

shares of stock, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates purchased or acquired by it; and allow the owner or holder thereof to exercise all the rights to ownership with respect thereto.

(4) To make loans of money, secured or unsecured, by endorsement or other collateral, as may be permitted by law governing the conduct of a corporation.

(5) To borrow or raise monies for any of the purposes of the corporation and from time to time make, accept, endorse, execute and issue promissory notes, drafts, evidences of indebtedness and agreements; to secure the payment thereof and the interest thereon and the performance thereof by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(6) To enter into and make all necessary contracts and agreements for its business with any person, association or corporation, partnership, or of any domestic or foreign state, government or governmental authority or any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

(7) To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers of the corporation, whether alone or associated with others, and incidental or pertaining to or growing out of or connected with its business or powers, provided the same be not inconsistent with or contrary to law.

(8) The corporation shall have and enjoy all other rights, powers, and privileges conferred upon corporations by the constitution and laws of the State of Florida governing the conduct of a corporation.

ARTICLE III. The corporation shall have perpetual existence.

ARTICLE IV. The initial principal office of the corporation shall be located in the City of Orlando, Florida, and at the address of **304 West King Street, Orlando, Florida 32804**, but the corporation shall have the right to establish and maintain other offices and places of business elsewhere, and may transact its corporate business, including the meetings of its stockholders, wherever desired.

ARTICLE V. The total authorized capital stock of the corporation shall be 1,000 shares of common stock, with a par value of \$1.00 per share. Every holder of common stock shall be entitled to one vote for each share of such stock held in his name as further regulated by the By-Laws of the corporation.

ARTICLE VI. The corporation shall commence business with not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE VII. Preemptive rights. Except as may otherwise be provided by the By-Laws, no holder of any shares of the stock of the corporation shall have any preemptive rights to purchase, subscribe for or otherwise acquire any shares of stock of the corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VIII. Stock rights and options. The corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such time and prices as the Stockholders may provide, which term and conditions shall be incorporated in an instrument of instruments evidencing such rights. In the absence of fraud, the judgment of the Stockholders as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE IX. The 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).

ARTICLE X. The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>OFFICE ADDRESS</u>
PRESIDENT	STEPHEN H. RIESEN,	2916 Oberlin Avenue, Orlando, FL 32804
SECRETARY	DONALD C. MOORE, JR.,	2600 Taft Avenue, Orlando, FL 32804
DIRECTOR	STEPHEN H. RIESEN,	2916 Oberlin Avenue, Orlando, FL 32804
DIRECTOR	DONALD C. MOORE, JR.,	2600 Taft Avenue, Orlando, FL 32804

ARTICLE XI. The name and post office address of the subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
W. THOMAS LOVETT	200 E. Robinson St., #500, Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned has as of this 14th day of MARCH, 2001, made and subscribed these Articles of Incorporation for the purpose of forming a corporation pursuant to the laws of the State of Florida.

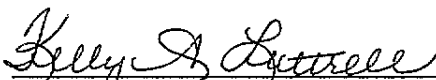


W. THOMAS LOVETT

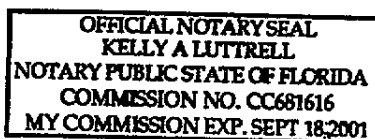
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that before me, the undersigned Notary Public, personally appeared W. THOMAS LOVETT, and he acknowledged before me the foregoing Articles of Incorporation as and for his free act and deed, and for the uses and purposes therein mentioned.

WITNESS my hand and seal at Orlando, Orange County, Florida, this 13th day of MARCH, 2001.



NOTARY PUBLIC
Name: _____



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

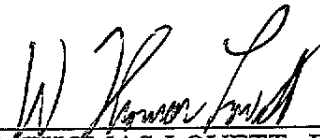
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That **WAREHOUSE PLANOS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named **W. THOMAS LOVETT**, located at 200 East Robinson Street, Suite 500, City of Orlando, County of Orange, State of Florida 32801, as its agent to accept service of process within this State.

ACKNOWLEDGMENT
(Must Be Signed By Designated Agent)

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

REGISTERED AGENT

BY: 

W. THOMAS LOVETT, Esquire
200 East Robinson Street
Suite 500
Orlando, Florida 32801
(407) 423-3303

FILED
2001 MAR 15 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA