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FILED

James E Hall Jr  
2400 W Michigan Ave Ste 11  
Pensacola FL 32526

01 JUN -7 AM 11:30

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MAY 28, 2001

Department of State  
Division of Corporations  
P O Box 6327  
Tallahassee Florida 32314

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-06/07/01--01137--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: PEN-NASH MUSIC, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$78.75.

Please file the articles of incorporation and return a certified copy to my office.  
Thank you for your assistance.

Respectfully,



James E Hall, Jr

JEH/rwr

Enclosures

D. WHITE JUN 12 2001 5.✓

**ARTICLES OF INCORPORATION**

**OF**

**PEN-NASH MUSIC, INC.**

**FILED**

**01 JUN -7 AM 11:30**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**ARTICLE I**

**NAME**

The name of this Corporation shall be PEN-NASH MUSIC, INC.

**ARTICLE II**

**NATURE OF BUSINESS AND POWERS**

The general purpose for which this Corporation is organized is to transact any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having NO par value.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation are as follows:

**PRINCIPAL OFFICE**

2400 W MICHIGAN AVE  
SUITE 11  
PENSACOLA FL 32526

**MAILING ADDRESS**

2400 W MICHIGAN AVE  
SUITE 11  
PENSACOLA FL 32526

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2400 W MICHIGAN AV STE 11  
PENSACOLA FL 32526

The name of the initial registered agent of this Corporation at that address shall be:

JAMES E HALL, JR

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have (2) director (s) initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VIII**  
**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

PRES/SEC

JAMES E HALL, JR  
2400 W MICHIGAN AVE STE 11  
PENSACOLA FL 32526

V PRES/TREAS

LLOYD WILBUR BARRY, JR  
2400 W MICHIGAN AVE STE 11  
PENSACOLA FL 32526

**ARTICLE IX**  
**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

JAMES E HALL, JR  
2400 W MICHIGAN AVE STE 11  
PENSACOLA FL 32526

**ARTICLE X**  
**SPECIAL PROVISIONS**

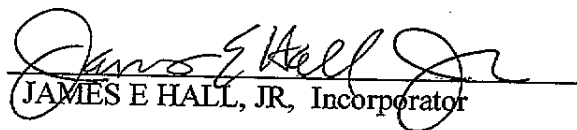
The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 28th day of MAY, 2001.

  
JAMES E HALL, JR, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before me personally appeared JAMES E HALL, JR, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Escambia County, Florida, this 5<sup>th</sup> day of June, 2001.

  
NOTARY PUBLIC  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

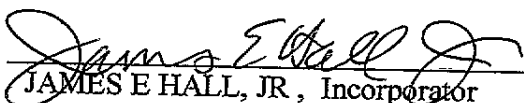
STEPHEN M. JONES  
Notary Public-State of FL  
Comm. Exp: July 22, 2001  
Comm. No: CC665726

DESIGNATION AND ACCEPTANCE

OF  
REGISTERED AGENT  
OF  
PEN-NASH MUSIC, INC.

FILED  
01 JUN -7 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, PEN-NASH MUSIC, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2400 W MICHIGAN AVE STE 11, PENSACOLA, FL 32526, has named JAMES E HALL, JR located thereat as its registered agent to accept service of process within this state.

BY:   
JAMES E HALL, JR, Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

BY:   
JAMES E HALL, JR, Registered Agent