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OF COUNSEL
JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

• CERTIFIED PUBLIC ACCOUNTANT (FL)

+ ALSO ADMITTED IN IOWA

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JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

June 7, 2002

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: THE PIANO WAREHOUSE OF
SOUTHWEST FLORIDA, INC.

500005764875--5
-06/13/02--01027--005
*****78.75 *****78.75

Dear Sirs:

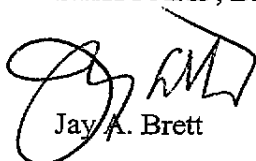
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	\$ 35.00
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH, & KINSEY, P.A.


Jay A. Brett

JAB:d/b
Enclosures

FILED
2002 JUN 13 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/13/02

FILED

ARTICLES OF INCORPORATION

2002 JUN 13 PM 2:02

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE PIANO WAREHOUSE OF SOUTHWEST FLORIDA, INC.

THE UNDERSIGNED, TROY M. FELTIS, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is THE PIANO WAREHOUSE OF SOUTHWEST FLORIDA, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 5625 Youngquist Road, Unit 1, Fort Myers, Florida 33912, and the name of the initial registered agent of this Corporation at that address is: TROY M. FELTIS.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than two (2) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ELIZABETH FELTIS	Vice President/ Secretary	9781 Las Casas Drive Fort Myers, FL 33919
TROY M. FELTIS	President/ Treasurer	9781 Las Casas Drive Fort Myers, FL 33919

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

TROY M. FELTIS

ADDRESS

9781 Las Casas Drive
Fort Myers, FL 33919

ARTICLE XI

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

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 7TH day of JUNE, 2002.




Troy M. Feltis, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 7TH day of JUNE, 2002, by TROY M. FELTIS, (✓) who is personally known to me or () who produced N/A as identification.



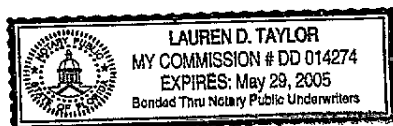
Notary Public

(SEAL)

Comm. Exp. Date:

Comm. Number:

Printed Name of Notary: LAUREN TAYLOR



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 THE PIANO WAREHOUSE OF SOUTHWEST FLORIDA, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE
OF FLORIDA, HAS NAMED TROY M. FELTIS, LOCATED AT 5625 YOUNGQUIST ROAD, UNIT
1, FORT MYERS, LEE COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

THE PIANO WAREHOUSE OF SOUTHWEST FLORIDA, INC.

(TMF)
Signature:


(Corporate Officer)

Title: President/Treasurer

Date:

6-7-02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2002 JUN 13 PM 2:02

FILED

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

(TMF)
Signature:


Resident Agent

Date:

6-7-02