

7/31/02

**Phone**

Music for All, Inc.

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D. WHITE AUG - 1 2002



**Empire Toll Free: 1-800-432-3028**

**ARTICLES OF INCORPORATION**

**OF**

**MUSIC FOR ALL, INC.**

**FILED**

**02 AUG -1 PM 12: 07**

**SECRETARY OF STATE -  
TALLAHASSEE FLORIDA**

**THE UNDERSIGNED**, have executed the following document for the purpose of forming above named corporation under the laws of the State of Florida, and as incorporator, hereby adopts the following Articles of Incorporation.

**ARTICLE I- NAME**

**MUSIC FOR ALL, INC.**

**1301 NW 63 AVENUE  
SUNRISE, FL 33313**

**ARTICLE II- DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of performing, producing, promoting, distributing and publishing music and records, along with teaching music lessons and selling musical instruments of all kinds and types to the public and private sector and to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended including but not limited to the general work with producing promoting distributing and publications and performing along with selling musical instruments.

**ARTICLE IV- CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE V- PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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

The street address of the initial register office of this corporation is:  
**1301 NW 63 AVENUE SUNRISE FL 33313**

and the name of the initial registered agent of this corporation at that address is:  
**HERNAN ZAPATA**

**ARTICLE VII- INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have two directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five.

**HERNAN ZAPATA                      1301 NW 63 AVENUE SUNRISE FL 33313**

**MARBELLY ZAPATA                1301 NW 63 AVENUE SUNRISE FL 33313**

**ARTICLE VIII- A - INCORPORATOR**

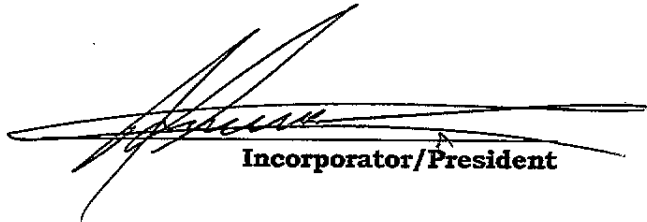
The name and address of the Incorporator shall be:  
**HERNAN ZAPATA**

**1301 NW 63 AVENUE  
SUNRISE, FL 33313**

**ARTICLE VIII - INDEMNIFICATION**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporators have executed these Articles of Incorporation on the 30th day of July 2002.

  
**Incorporator/President**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that MUSIC FOR ALL, INC. desiring to organize under the  
(Name Of Corporation)

laws of the State of FLORIDA with its principal office, as indicated in the Articles of  
(Florida)

Incorporation has named HERNAN ZAPATA located at SUNRISE County of  
(Name of Registered Agent) (City)

BROWARD State of Florida, as its agent to accept service of process within this state.  
(Country)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Registered agent